"When Dick Camp writes about Marines, he does so from the heart. *Operation Phantom Fury* is in the top tier of books about Marines at war."
—Eric Hammel, author of *Marines in Hue City* and *The Root: The Marines in Beirut*

OPERATION PHANTOM FURY

THE ASSAULT AND CAPTURE OF FALLUJAH, IRAQ

Dick Camp

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Zenith Press

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On the front cover:
Top: Marines of the 1st Light Armored Reconnaissance (LAR) company—as part of the 1st Battalion, 3rd Marines—use explosives to open a metal gate to a house as they search houses for insurgents on November 22, 2004, in Fallujah, Iraq. *Scott Peterson/Getty Images*
Bottom: *Defenseimagery.mil 041110-M-2789C-011*

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On the back cover: *Defenseimagery.mil 041110-M-5191K-093*

For generations of Marines, when the battle honors of the Corps are cited—Belleau Wood, Guadalcanal, Iwo Jima, Chosin Reservoir, Hue City, Khe Sanh—a new accolade will be added: FALLUJAH.

To the warriors—Marines, soldiers, sailors—who upheld the highest traditions, and to Lt. Col. Joe Cody USMC (Ret), a Marine for thirty years, 1947–1977. A mustang who went to sea in USS *Boxer*, USS *Mt. McKinley,* and USS *Intrepid*. A grunt who fought with the 1st Marine Division in Korea and Vietnam and is now guarding heaven's streets. Semper Fidelis.

Till the last landing's made
And we stand unafraid
On a shore no mortal has seen.

Till the last bugle call
Sounds taps for us all
It's Semper Fidelis, Marine.

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Prologue

Blackwater Bridge, March 31, 2004

The morning traffic surged along the six-lane divided highway in typical Iraqi fashion, every driver for himself—blaring of horns, jockeying for position, ignoring traffic controls—a hazard to life and limb. A five-vehicle convoy—three empty Mercedes Benz flatbed trucks and two Mitsubishi Pajero sport utility vehicles—struggled to maintain contact in the hodgepodge of cars and trucks weaving in and out of their motorcade. A checkpoint appeared; the procession stopped while a bored Iraqi police officer cursorily inspected the vehicle occupants. The driver of the lead Mitsubishi, Wes Batalona, an American employee of Blackwater USA, the security contractor, chatted briefly with the officer before being allowed to proceed. His passenger, Scott Helvenston, another Blackwater member and former SEAL, scanned the immediate area, alert for signs of trouble. The three flatbed trucks with the Mitsubishi bringing up the rear passed through without stopping.

As the convoy entered Fallujah, it crept along a trash-strewn road bordered with small one- and two-story cinder-block stores and kebob shops. Hulks of abandoned and stripped cars littered the street. The sidewalks were crowded with residents, "unemployed men in scruffy *dishdashas* or old work trousers and faded shirts, many smoking and most lounging around, with no money, no job, and no prospects," according to author Bing West in *No True Glory: A Frontline Account of the Battle of Fallujah*. The Iraqis stared at the two Mitsubishis, hate evident on their faces. Occasionally one of the sullen onlookers gestured and shouted an obscenity.

The vehicles proceeded through the center of town, past the mayor's complex and police headquarters. After passing through the main intersection, they turned left and proceeded west toward the Euphrates. The heavy traffic caused the convoy to become separated. The lead sport utility vehicle and two flatbeds were in the left lane, while the third flatbed and the other Mitsubishi

Downtown Fallujah, looking toward the Brooklyn Bridge to the west. Highway 10 is the six-lane road in the foreground. *Bing West*

stayed to the right. A roadblock appeared—a dark Mercedes 300, a tan Opal sedan, and a white pickup truck with a double cab—forcing the convoy to stop.

Several Iraqi youngsters approached the lead vehicle. Scott Helvenston rolled down the tinted window and talked briefly to one of them. Two of the other boys walked over to a large group of Iraqi men on the sidewalk. Suddenly, without warning, several armed men ran from the doorways of the shops and took the rear Mitsubishi under fire, shattering the side windows. The two American occupants, Mike Teague and Jerry Zovko, were killed instantly. Their vehicle rolled to a stop beside the last flatbed truck in the convoy.

Wes Batalona grasped what was happening and attempted to make a U-turn across the median. He gunned the vehicle but was blocked by oncoming traffic and raked by a deadly burst of automatic-weapons fire. His vehicle rear-ended another and came to a stop. One of the assailants filmed the ambush with a video camera. The tape, later shown on Al Jazeera television, showed Batalona slumped to the right, almost on top of Helvenston. One of the gunmen reached in and grabbed an M4 carbine that was wedged between Batalona and the door. Another tugged a weapon free from around Helvenston's neck. The gunmen then fled.

A large crowd quickly gathered. It was estimated that more than three hundred men and boys swarmed around the vehicles chanting anti-American

Fallujahan residents stare impassively at the camera, while three blue-shirted Iraqi policemen are in the foreground, one wearing an IP (Iraqi Police) patch on his left sleeve. *Bing West*

slogans and shouting, "Allahu akbar," God is great. An account said that one of the badly wounded occupants staggered from a vehicle and fell to the ground, where he was kicked, stomped, and stabbed to death. Several Middle Eastern news crews arrived and began filming the mayhem. Their arrival seemed to further incite the crowd. An Iraqi boy threw a jug of gasoline on the vehicles and set them on fire, sending a plume of black smoke into the air. When the fires died down, the bodies of the slain Americans were pulled from the smoldering vehicles and desecrated. Two of the charred remains were then dragged behind a car past hundreds of cheering men to a green trestle bridge on the outskirts of town and strung up.

Within hours, the shockingly graphic image of cheering Iraqi men, with the charred bodies hanging from the trestle behind them, appeared on Arab television. The two dominant Arab satellite networks, Al Arabiya and Al Jazeera, broadcast the bloody scene to millions of Arabs throughout the Middle East. The international news organizations picked up the story. The grisly photographs were soon emblazoned "above the fold" in many of the world's most influential newspapers. In the United States, the three main broadcast networks all began their Wednesday evening newscasts with video of the grisly aftermath of the attack. ABC and CBS television showed the bodies being pulled out of the burning vehicle, hacked apart by angry Iraqis, dragged behind a car, and strung up on a bridge. NBC edited the pictures, but the corpses were still visible.

President Bush was reported to be outraged. His press secretary Scott McClellan said in righteous indignation, "It is offensive; it is despicable the

continued on page 7

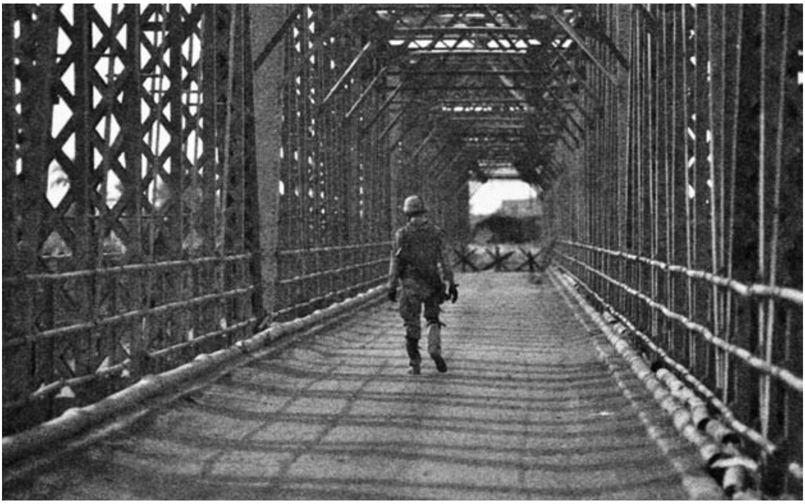
Secretary of Defense Donald H. Rumsfeld at a news conference in the Pentagon is deploring the brutal murder of four Blackwater employees in the city of Fallujah. He was quoted as saying in reference to the perpetrators, "We've got to pound these guys." *Tech. Sgt. Jerry Morrison Jr., USAF*

U.S. Army Brigadier General Mark Kimmitt (left), chief military spokesman for the Coalition Provisional Authority (CPA), and Dan Senor, director of the Coalition Information Center, address the media during a press conference in Baghdad. *Staff Sgt. Jacob N. Bailey, USAF*

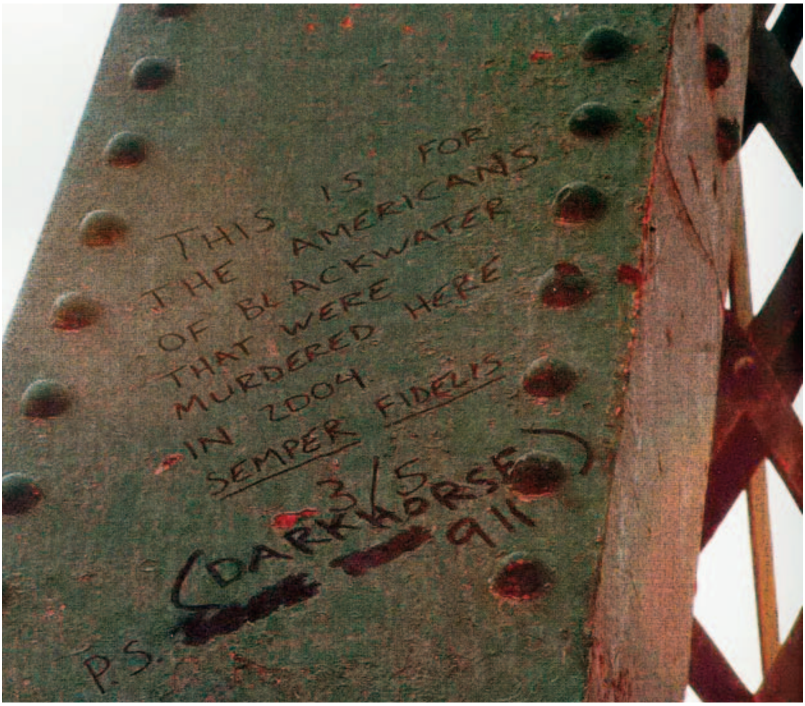
Combined Joint Task Force 7

On June 15, 2003, Lt. Gen. Ricardo S. Sanchez assumed command of Combined Joint Task Force 7 (CJTF-7), the organization that was in charge of all coalition forces in Iraq. CJTF-7 was a hybrid organization comprised of members of the U.S. Armed Forces as well as representatives from the various foreign countries that supported America's Iraq adventure. It reported directly to Central Command (CentCom) under Gen. John Abizaid and provided "direct support" to Ambassador L. Paul Bremer's Coalition Provisional Authority (CPA). Sanchez stated, "The command relationship between the CPA and the military was never clearly defined . . . this fundamental step [was] simply ignored." This blurred chain of command impacted the ability of the two organizations to cooperate. Bremer believed that the military worked directly for him and that he could issue it orders and establish priorities. Sanchez objected. "It was civilian command of the military, and that was not acceptable," he stated emphatically. George Packer wrote in *The Assassins' Gate: America in Iraq* that a senior official in Washington said of the two, "[They] literally hated each other. Jerry [Bremer] thought Sanchez was an idiot, and Sanchez thought Jerry was a civilian micromanaging son of a bitch."

Left to right: Ambassador L. Paul Bremer, Secretary Rumsfeld, and Lt. Gen. Ricardo Sanchez. *Department of Defense*



Brooklyn Bridge was renamed Blackwater Bridge after four employees of Blackwater USA who were killed. The remains of two of them were hung from the bridge. *Department of Defense*



THIS IS FOR
THE AMERICANS
OF BLACKWATER
THAT WERE
MURDERED HERE
IN 2004.
SEMPER FIDELIS
3/5
(DARKHORSE [redacted] 911)
[redacted]
P.S.

Blackwater Bridge after the 3rd Battalion, 5th Marines captured it. The inscription reads, “This is for the Americans of Blackwater that were murdered here in 2004. Semper Fidelis (Darkhorse 3/5, 911).” *Bing West*

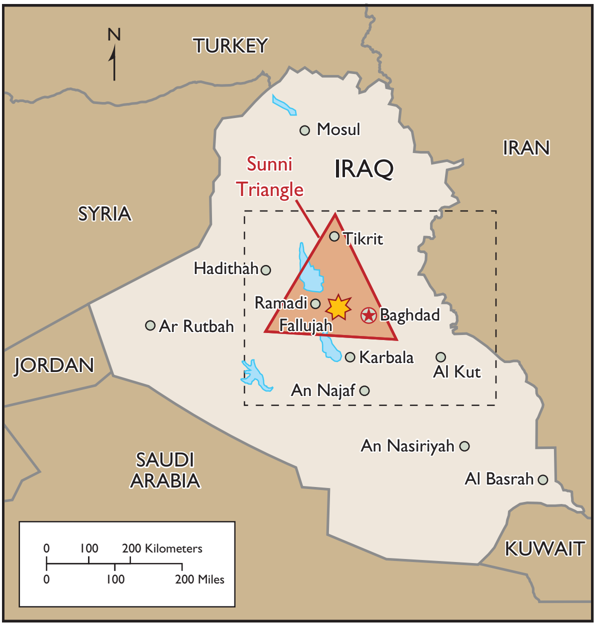
continued from page 3

way these individuals have been treated." Lieutenant Gen. Ricardo S. Sanchez, in charge of coalition forces in Iraq as commander of Combined Joint Task Force 7 (CJTF-7), wrote that "there was a flurry of communications—telephone calls, e-mails, and video teleconferences (VTCs)—all to sort out the coalition's response to Blackwater." He indicated that Donald Rumsfeld, secretary of defense, was particularly forceful. "We've got to pound these guys," he said. "This is also a good opportunity for us to push the Sunnis on the Governing Council to step forward and condemn this attack, and we'll remember those who do not. It's time for them to choose. They are either with us or against us."

In Baghdad the Coalition Provisional Authority's (CPA) chief, Ambassador L. Paul Bremer III, declared that "yesterday's events are a dramatic example of the ongoing struggle between human dignity and barbarism. . . . The acts we have seen were despicable and inexcusable. They violate the tenets of all religions, including Islam, as well as the foundation of civilized society. Their deaths will not go unpunished." Brigadier General Mark Kimmitt, deputy operations director for the Joint Task Force in Iraq, stated, "We will hunt down the criminals. We will kill them or we will capture them . . . and we will pacify Fallujah." Talk news commentator Bill O'Reilly is quoted as saying, "We should make the people of Fallujah bathe in their own blood."

PART I

Evil Town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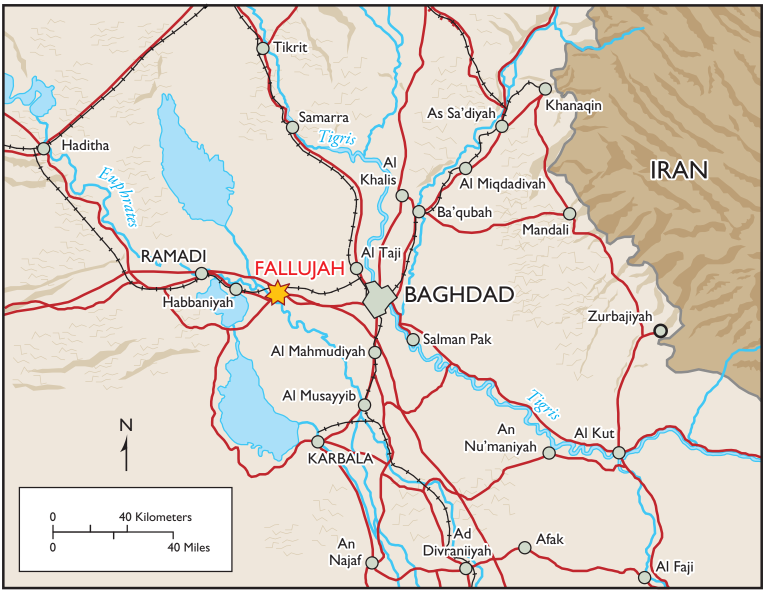
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Khanaqin
Haditha
Euphrates
Al
Khalis
Al Miqdadivah
Ba'qubah
Mandali
IRAN
Al Taji
RAMADI
FALLUJAH
BAGHDAD
Habbaniyah
Zurbajiyah
Salman Pak
Al Mahmudiyah
Al Musayyib
Tigris
N
An
Nu'maniyah
Al Kut
KARBALA
0 40 Kilometers
0 40 Miles
Ad
Divraniiyah
Afak
An
Najaf
Al Faji

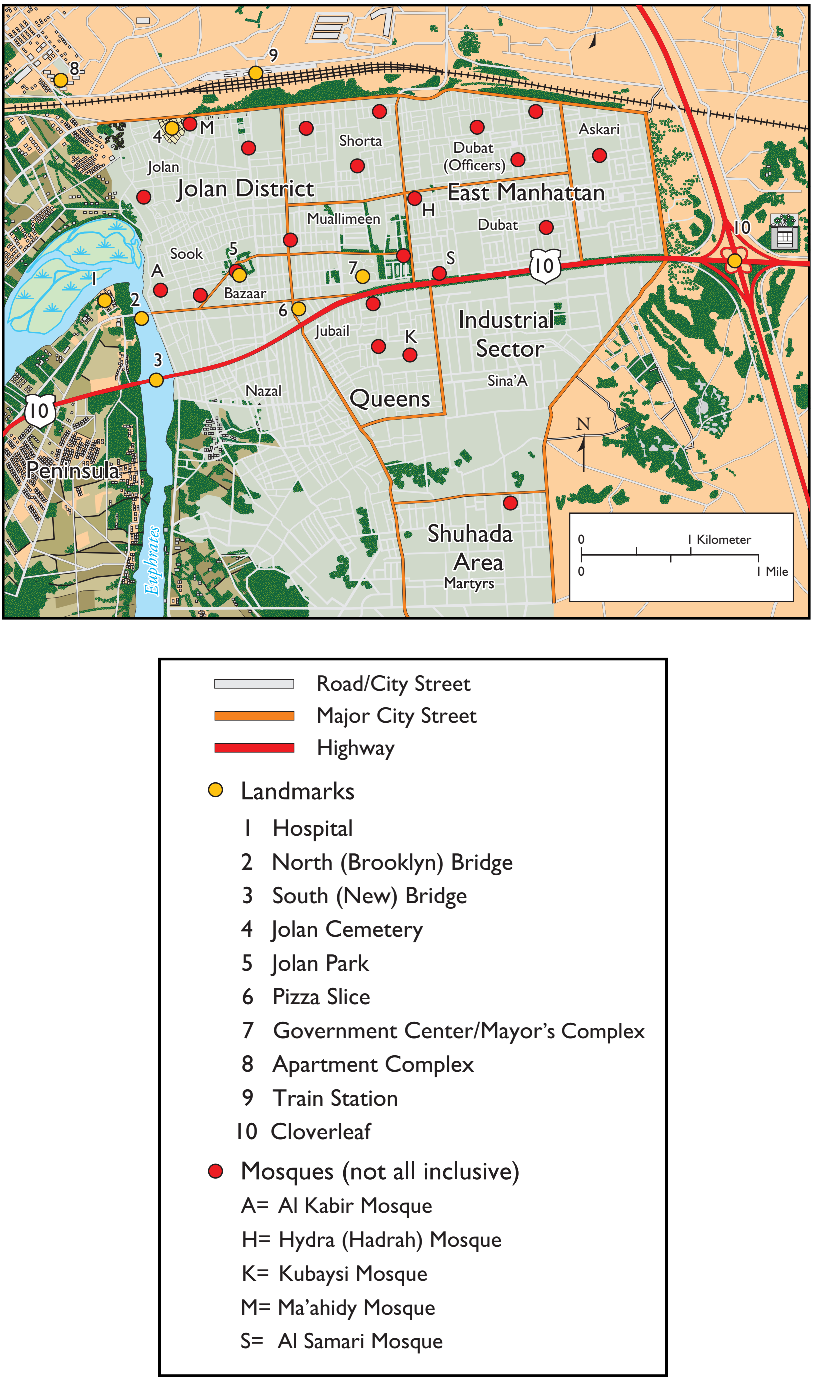
Chapter 1

Mean Streets

Fallujah is located approximately forty-three miles northwest of Baghdad, just east of Ramadi, the provincial capital of al-Anbar, the largest of Iraq's eighteen provinces. Al-Anbar borders Jordan and Syria in the west and Saudi Arabia in the south. Most of its inhabitants are Sunni Muslim from the Dulaim tribe, a very strong, traditionally powerful clan with an obstreperous reputation. Fallujah itself is situated on the east bank of the fertile Euphrates River, on the ancient crossroads of the Silk Road, Iraq's oldest and most important commercial artery. The Silk Road, current day Highway 10, connects Saudi Arabia with Syria and Turkey, and Baghdad with Amman, Jordan. The city's location made it a hub for commerce and trade, both legal and illegal—a way station for merchants, smugglers, and thieves crossing the desert. For centuries, heavily laden caravans passed through Fallujah's dusty streets, stopping only long enough to replenish supplies and bargain with its flinty-eyed citizens. Highway robbery was a tradition that went back hundreds of years. Even in recent years, according to *New York Times* reporter Anne Barnard, "Drivers who drove from Jordan into Baghdad would always . . . drive quickly through Fallujah or drive through very early in the morning so you don't get stuck up on the roads."

The city is within the so-called "Sunni Triangle," a swath of densely populated territory north of Baghdad where the majority of its inhabitants are Sunni Arabs. Roughly triangular in shape, the Sunni Triangle encompasses the major cities of Baghdad, Fallujah, Ramadi, Samara, and Tikrit, Saddam Hussein's birthplace. Ramadi anchors the west base line, with Baghdad on the east and Tikrit in the north. Each side measures approximately 125 miles long. "The Sunni Triangle is made up of large clans," an Iraqi explained. "Everybody in a clan knows everybody else. I only trust the people I know very well. If someone comes from another tribe, I don't trust him until I get to know him." For hundreds of years, this close-knit tribal structure enabled the people to

Fallujah Key Terrain


8
9
4
M
Jolan
Jolan District
Shorta
Dubat
(Officers)
Askari
East Manhattan
H
Muallimeen
Dubat
10
S
Sook
5
A
1
2
Bazaar
7
6
Jubail
K
Industrial
Sector
Sina'A
3
Nazal
Queens
10
Peninsula
Euphrates
N
Shuhada
Area
Martyrs
0
1 Kilometer
0
1 Mile

Road/City Street
Major City Street
Highway

● Landmarks
1 Hospital
2 North (Brooklyn) Bridge
3 South (New) Bridge
4 Jolan Cemetery
5 Jolan Park
6 Pizza Slice
7 Government Center/Mayor's Complex
8 Apartment Complex
9 Train Station
10 Cloverleaf

● Mosques (not all inclusive)
A= Al Kabir Mosque
H= Hydra (Hadrah) Mosque
K= Kubaysi Mosque
M= Ma'ahidy Mosque
S= Al Samari Mosque

survive the many invasions and rivalries between cultures. “This area has been occupied since 579 B.C.,” U.S. Army Lt. Col. Alan King explained. “The tribal system was an important part of their survival. The tribes came up with a tribal law to be able to work among each other.”

In 1947, Fallujah’s population was 10,000. With the influx of oil revenue, the development of industry, and its location on Highway 10, Fallujah grew rapidly. By 2003, its population was estimated to be between 250,000 to 350,000, equivalent to the size of Raleigh, North Carolina. Marine Maj. Christeon Griffin described the city’s size as “maybe four kilometers wide and three kilometers deep from north to south, twenty square kilometers total. It nested right up against the Euphrates River on its western boundary, and everything to the north, south, and east is just wide open desert.” Griffin thought that “because of the city’s proximity to the Euphrates that periodically flooded and with the rotting trash all along the streets, Fallujah basically stinks.” Major Stephen Winslow echoed Griffin’s sentiments: “I couldn’t wait to get away from the smell. The place just stunk!”

Fallujah contains more than fifty thousand densely packed buildings laid out in two thousand city blocks, averaging one hundred by two hundred meters on a side. “Most of them are square residential buildings,” according to Griffin, “so close together that there’s only a two-foot gap between them . . . literally your house is touching your neighbors’ house . . . minimal wasted space. It is the most densely built-up place I’ve ever seen.” The streets are narrow and lined with “concrete walls, maybe six, eight feet high running around the perimeter of every dwelling, which made it pretty difficult to maneuver a vehicle through there,” Griffin recounted. One observer noted that, “As in many cities in Iraq at the time, half-completed homes, heaps of garbage, and wrecks of old cars graced every neighborhood.”

Fallujah, by all accounts, was “meaner than a junkyard dog” and hostile to all foreigners, meaning anyone not from the city. Fallujah has always been sort of an untamed city, even in the minds of other Iraqis. Bing West characterized its people as “strange, sullen, wild-eyed, badass, just plain mean,” who owed their loyalty to a tribe or subtribe led by a sheikh. These powerful men were the dominant force in the inner life of the tribe and its relations with the nontribal world and the authorities. Because relationships are central to tribal life, Saddam Hussein heavily recruited members of these clans and tribesmen into his elite Republican Guard and the Iraqi Intelligence Service (IIS) and provided them privileges to ensure at least some loyalty to his regime. In addition, Hussein gave his handpicked tribal sheiks money and weaponry and even turned a blind eye to their smuggling activities. However, to hedge his bet, he stationed elements of his army in the large cluster of military bases outside the city.

Mike Tucker, in *Among Warriors in Iraq: True Grit, Special Ops, and Raiding in Mosul and Fallujah,* wrote, “Fallujah has been the base for smugglers

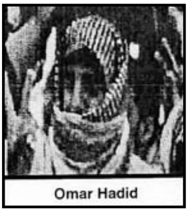
"ABDULLAH AL JANABI"

Most influential religious leader in Fallujah. Controls largest group of local insurgents. Involved in criminal high jacking, theft, kidnapping and murder of MNF contractors and truck drivers.

DO NOT DETAIN,
BUT REPORT LOCATION
IMMEDIATELY

The powerful Sheik Abdullah al-Janabi, the radical cleric who preached holy war, appears in this mug shot. After the first battle of Fallujah, he assumed an influential position on the city's Shura Council, which instituted a campaign of terror in the city. *1st Marine Division*

'UMAR HUSAYN HADID AL KHALIFAWI



Omar Hadid

Role: Military Commander
Fallujah Cell Leader
Nationality: Iraqi Age: Mid 30s
Height / Weight: 69" 200lbs
Skin / Hair / Eyes: Brown Skin / Dark Brown Hair / Brown Eyes
Facial Hair: Mustache
Dress: Dishdasha, Silver Pinky Ring w/ Black Stone, Shoulder Holster

Reported to have a protruding upper right incisor tooth

A wanted poster depicts Omar Hadid, a brutal ruthless killer and member of the Zarqawi terrorist organization. He organized an anticoalition unit called the Black Banners Brigade, composed mostly of Syrian fighters.
1st Marine Division

During the battle of Fallujah, the insurgents used many of its minarets for sniper and observation positions. Over 60 percent of them contained weapons, explosives, and ammunition, in violation of the Law of War. *Defenseimagery.mil 04120-M-0036Y-013*

who trade in illicit goods of all size, kind, and make, from Syria and Jordan to Iran on the west-to-east route, and from Saudi Arabia to Turkey on the north-south route." It is a place where the sheiks and imams take their cut of the illegal trade and viewed the coalition force as a threat to their continued prosperity. One of the most powerful imams in Fallujah after the fall of Hussein was the firebrand Sheik Abdullah al-Janabi, an anti-coalition cleric who preached holy war against the Americans. Another powerful leader in the insurgent movement, Omar Hadid, headed the local branch of Jordanian-born militant Abu Musab al-Zarqawi's organization. Hadid, a former electrician, was a brutal, ruthless killer who organized an anti-coalition unit called the Black Banners Brigade, composed mostly of Syrian fighters.

Lieutenant Colonel Michael Eisenstadt, U.S. Army Reserve, wrote that "tribesmen are intensely jealous of their honor and status vis-à-vis others, to the extent that honor has been described as the 'tribal center of gravity.'" Retaliation for real or perceived slights is a fundamental aspect of the tribal honor-based system. Sadoun al-Dulame, a Baghdad-based political scientist, said, "This is a revenge culture where insults to people's honor will always be repaid with violence," and once started are almost impossible to stop. Amatzia Baram, an Iraq expert at the U.S. Institute for Peace, explained that "it's gone beyond 'you killed my cousin so I have to kill you.' It's about religion." They learned that Americans have different values, and this makes killing an American less dangerous than killing someone from another tribe. "If I kill someone from your tribe, I know another member of my tribe will definitely be killed," Baram wrote, "but people of Fallujah have learned that when they kill Americans nothing much happens."

Fallujahans practice extreme Wahhabism, a radical religious philosophy that preaches nontolerance of infidels (anyone not Wahhabi), jihad against coalition forces, and martyrdom in the name of these goals. Wahhabism gained strength among the Sunni after Hussein's fall. "We lost our positions, our status," a Sunni leader grumbled. "We were on top of the system, now we are losers." The city's imams preached *takfir*, characterizing the Shia as infidels. Foreign terrorists such as Zarqawi exploited this schism between the two sects in an attempt to drive them into open civil war, placing the United States in an untenable position.

This conservatism contributed to the city's aversion to secular authority, particularly the occupation of foreign troops. Jeffrey Gettleman described it as "a traditional place, where many restaurants have their own prayer rooms or mini-mosques tucked away in the back." The faithful are proud that Fallujah is known as the "City of Mosques," because of its one hundred green-domed places of worship. Griffin recalled, "There seems to be a mosque on every city block, so you've got minarets all over the place. At night, even though we cut off power to the city, the minarets' green lights stayed on, and they were still able to broadcast audio messages. It added to the eerie effect of the city."

Chapter 2

Bloody Encounters

> There was something evil in that town.
> —Col. Arnold Bray, 82nd Airborne Division

In the initial invasion of Iraq, U.S. forces generally bypassed Fallujah in their drive to capture Baghdad. A senior Army officer admitted, “This part of the Sunni Triangle was never assessed properly in the plan.” The first Americans to enter the city were CIA agents, special forces, and a company of the 1st Armored Division. They could not find anyone to assist them, despite the city’s leaders’ complaining they needed help in ridding Fallujah of bad elements. Captain John Prior wrote tongue-in-cheek, “The Iraqis are an interesting people. None of them have weapons, none of them know where weapons are, all the bad people have left Fallujah, and they only want life to be normal again. Unfortunately, our compound was hit by RPG fire today, so I am not inclined to believe them.” The Americans quickly moved on and were replaced by several different units. An army intelligence officer said, “Fallujah had five different units handling it between April ’03 and April ’04. This is exactly the wrong way to prosecute a counterinsurgency fight.”

It wasn’t until late April 2003 that the 1st Battalion, 325th Airborne Infantry Regiment, entered the city. “We came in to show presence just so the average citizen would feel safe,” Col. Arnold Bray explained. The paratroopers were greeted by stony silence as they set up camp in the former headquarters of the Baath Party on the main street in the center of the city. A few hundred yards south of the main road, Charlie Company’s 150 soldiers occupied the two-story al-Qa’id Primary School, an easily defended structure that had a seven-foot-high perimeter wall around the compound and excellent observation from the roof. “The only reason we occupied the school was to find a location where we could communicate with the people,” the battalion commander reported.

Iraqi protesters carry signs, one of which reads in English, "We demand the American forces to release our sister who take from 20 street." Insurgents would sometimes use the demonstrations to provoke American forces. *U.S. Army*

For several days, there was an uneasy standoff as American motorized patrols drove through the streets in a show of force. However, on the evening of April 28, Saddam Hussein's birthday, a raucous crowd of about 250 residents marched on the school to protest the American presence. According to the soldiers, they came under attack from gunmen in the crowd: "The bullets started coming at us, shooting over our heads, breaking windows," and they returned fire. A local Moslem cleric countered, "It was a peaceful demonstration. They did not have any weapons." Charge brought countercharge, but the death count seemed to support the Iraqis. Fifteen residents were killed and several dozen wounded, including women and children. There were no American casualties. Al Jazeera quickly reported that the soldiers were unprovoked and shot indiscriminately. The Arab media quickly followed up with a drumbeat of other anti-American stories.

The shooting inflamed the Sunni population, many of whom traced the beginning of the resistance to the incident. "The resistance started that day [April 29]," according to Saad Ala al-Rawi. "Fallujah was the first city that resisted the occupation." Al Jazeera broadcast video of hundreds of mourners marching through the streets, carrying coffins and chanting, "Our soul and blood we will sacrifice." A close-up shot framed one man crying, "They are slaughtering our people. Now all the preachers . . . and all youths are organizing martyr operations against the American occupiers." Fallujah quickly became a mecca for anti-American insurgents. One insurgent bragged, "People join us from all walks of life. Those who cannot fight support us financially."

The Iraq insurgency, according to a RAND report, "[was] diverse and widespread, and composed of groups of both nationalist and religious provenance [with] a desire to remove the U.S. and coalition presence from the country." A Fallujah resident, Houssam Ali Ahmed, proudly announced, "The whole city supports this jihad" and "The people of Fallujah are fighting to defend their homes." Sniper, random shootings, and improvised explosive device (IED) attacks increased, which coalition spokesmen claimed were instigated by foreign fighters. A captured insurgent, Abu Ja'far al-Iraqi, claimed that Jordanian arch-terrorist Abu Musab al-Zarqawi, known for beheading kidnapping victims, "was present during the fight, leading 100 men, and was in control of 5 percent to 10 percent of the territory." However, most insurgent leaders insisted that the number of foreign fighters in the city was small, possibly 200 out of 1,200.

Lieutenant Colonel Clarke Lethin (center) was the tough, no-nonsense 1st Marine Division operations officer. A thorough professional, Lethin was a straight-off-the-shoulder officer who did not suffer fools well. *1st Marine Division*

In May, Bremer's CPA issued two orders: one disestablishing the Baath Party and the second one formally disbanding the Iraqi Army, which put thousands of men on the street, with no jobs, an uncertain future, and a simmering desire for revenge against the foreign interlopers. Abu Bashir, one of the most prominent sheiks in the region, agreed: "The biggest problem for the Americans is when they dissolved the army. Everybody immediately joined the resistance." Bremer claimed that the Iraqi Army had already dissolved and gone home. His order just confirmed a preexisting condition. However, the Marine commander, Lt. Gen. James T. Conway, disputed his premise: "I have every confidence we could have called them [Iraqi Army] back into service." Ali Allawi, an Iraqi cabinet minister, wrote, "The twin orders of de-Baathification and the dissolution of the army were seen as the vital ingredients that launched the insurgency . . . ." Lieutenant Colonel Clarke Lethin, 1st Marine Division's operations officer, stated bluntly, "We would have been better off if the CPA hadn't shown up."

In the markets of Fallujah, one could easily find former Iraqi officers left unemployed after the fall of the former regime. It was estimated that at one time, there were over seventy thousand unemployed men in the city, a large pool of manpower for the resistance. They had access to an almost unlimited supply of weapons. Intelligence sources indicated that up to fifteen thousand of them did just that by using the huge stockpiles of weapons and explosives left from the war. The U.S. Army estimated that nearly one million tons of arms and ammunition had been stockpiled around the country, in mostly unguarded facilities, free for the taking. Former Iraqi army veterans provided the insurgents with expertise. Within a short time, the ubiquitous IEDs were taking a heavy toll, and the Sunni insurgents were targeting American forces, local tribal leaders, and Iraqi government representatives.

The 2nd Squadron, 3rd Armored Cavalry Regiment, replaced the paratroopers, but it was woefully short of "boots on the ground." The cavalry troopers could only muster a couple hundred men and were forced to withdraw to a location outside the city. They only ventured into Fallujah with a heavily armored patrol, leaving the city in the hands of the locally elected Shura Council, the body that maintained order and prevented widespread looting after Saddam's fall, unlike what had happened in Baghdad. During their short time in the city, the squadron suffered four killed and twenty wounded. Residents spoke openly of armed resistance. "We want to revenge all of the martyrs that al-Fallujah gave and we will not allow American forces to occupy Iraq," bragged one former officer in the Republican Guard.

The 2nd Brigade, 3rd Infantry Division, numbering some 1,200 soldiers, took over in June and immediately began aggressive patrolling after a bloody attack on a police station. The brigade commander promised to "get tough" with the resistance. The International Committee of the Red Cross roundly criticized

A nighttime search is seen through night vision goggles. The Iraqis roundly criticized this tactic, saying it caused great distress and encouraged men to join the anti-coalition forces. *Defenseimagery.mil 041209-M-0036Y-004*

the patrols. "Arresting authorities entered houses usually after dark, breaking down doors, waking up residents roughly, yelling orders, forcing family members into one room under military guard while searching the rest of the house and further breaking doors, cabinets, and other property. They arrested subjects, tying their hands in the back with flexicuffs, hooding them, and taking them away . . . ."

Lieutenant Colonel Eric Wesley defended the actions of his men. "For seven weeks there hasn't been a significant incident between U.S. forces and anti-coalition forces. The relationship with the town has significantly improved. I see it as a success story." Taha Bedawi, the provisional mayor, disagreed, urging the Americans to leave because revenge attacks were coming. "The acts that do harm increase the number of people who oppose coalition forces. In fact these acts increase the number of their enemies," he warned. Within weeks, a bomb exploded near the mayor's office, and a mob gathered to protest his alleged improprieties. Taha took the hint, resigned, and fled the city. Both sides continued as before: the insurgents stockpiled weapons and explosives, and the Americans tried to find them. Ali Allawi noted that "by the end of summer, the people of Fallujah were openly boasting that they were in outright rebellion against the occupation."

The 1st Battalion, 505th Parachute Infantry Regiment, conducts a patrol. An up-armored Humvee mounting a .50-caliber machine gun covers their back. The battalion earned a reputation as tough, aggressive infantrymen. *Defenseimagery.mil 060918-A-2756F-088*

In late August, the 1st Battalion, 505th Parachute Infantry Regiment (Task Force Panther), commanded by Lt. Col. Brian M. Drinkwine, who was nicknamed "Spartan Six," replaced the 2nd Brigade's infantrymen. Drinkwine characterized Fallujah as "the center point of the war." His senior noncommissioned officer was blunter: "Fallujah is the most dangerous place on earth." Despite his NCO's assessment, Drinkwine thought, "There are good people there but in the midst of them are a handful of evildoers." During one of his first meetings with the local council, he told them in no uncertain terms that "we are not here to spray the town . . . but, if you shoot an RPG, you can expect one of my steely-eyed killers to kill or capture you."

Shortly after Drinkwine took over responsibility for the city, one of his platoon-sized ambushes was involved in a "blue-on-blue" incident. After midnight on September 12, the local police were pursuing a carload of gunmen at a high rate of speed when they approached the American position. The car passed through, but in the confusion, someone fired, setting off a deadly fusillade, resulting in the deaths of seven Iraqi policemen. A Jordanian Special Forces detachment guarding a nearby hospital believed they were being attacked and opened fire on both the police and the soldiers. The Americans returned it with grenade launchers and .50-caliber machine guns. Several Jordanians were killed, and the hospital was badly damaged. Mike Tucker, in his book, *Among Warriors in Iraq*, quoted a soldier as saying, "The Iraqi police fired at us. We engaged. We lit them up. Under coalition rules of engagement, we had every right to shoot. Mounted machine guns are illegal, and the Iraqi police knew that." However, an American reporter, Vincent Foulk, claimed, "Among the city's inhabitants, the incident reaffirmed the reputation which the 82nd had as a trigger-happy, undisciplined unit."

The event was just one in a long series of bloody encounters:

- November 2, 2003, two U.S. Army fully loaded Chinook helicopters carrying soldiers to Baghdad for a two-week stateside R&R were targeted by shoulder-fired surface-to-air missiles. One was shot down, with a loss of seventeen soldiers killed and eighteen injured. It was the single most deadly day for Americans since the invasion.
- January 6, 2004, two French nationals working for U.S. companies were killed and a third wounded in a drive-by shooting. The same day a U.S. Apache helicopter was shot down west of the city.
- January 9, nine U.S. soldiers were killed when their Blackhawk helicopter was shot down near the city.
- January 13, four civilian protesters, including an elderly woman, were killed by U.S. forces, and five others were seriously wounded.
- February 13, Gen. John P. Abizaid, head of U.S. Central Command, escaped an assassination attempt in an attack by rocket-propelled grenades (RPGs).
- February 15, a police station was attacked and one hundred prisoners were freed.

Bremer was concerned that the military was not doing enough to combat the insurgency and was giving the impression that they were "ceding towns like Fallujah to the enemy." Clay McManaway, his deputy, explained that "our offensive operations do not seem governed by a strategy beyond searching and routing members of the enemy's ranks. We go in, move around a bit, capture some bad guys, and then leave. As soon as we go, they take over again. We are not doing the most important thing in this kind of insurgency: denying the enemy bases of cooperation or support . . . and we're simply not killing enough bad guys!" However, Ali Allawi rebutted McManaway's premise: "The many arrests of insurgent suspects . . . did not significantly drain away the recruitment pool. Neither did the large fatalities incurred whenever they encountered an American force seem to dent their abilities to replenish their losses."

Bremer continued to be concerned about the western province. "The 82nd isn't realistic about Anbar," he said. "The situation is not going to improve until we clean out Fallujah." The commander of the 82nd Airborne, Maj. Gen. Charles H. Swannack, got the message and declared hotly, "I am not going to tolerate these attacks anymore. This is war, [and] I am going to use a sledgehammer to

AIR BORNE
AA
SWANNACK

Major General Charles Swannack (left), the proud commander of the 82nd Airborne Division, was photographed during one of Bremer's windshield tours—a quick in-and-out visit to the major commands. Swannack was rather put out by the Marines' kindler/gentler approach to the Iraqis. *Staff Sgt. Quinton Ross USAF*

crush a walnut." Major Sean Tracy, Multinational Corps-Iraq, said, "The 82nd had a philosophy of if you shoot inside a crowd of [paratroopers], you will be shot—and they exercised that." Swannack's men launched sweeps and raids targeting insurgent leaders and weapons caches, earning them the nickname "bou-bous" (boogeymen). According to one soldier, "In Iraq a mother will say to her kids, 'Stop doing that or the bou-bou monster will get you.'" After suffering several casualties from IEDs and confronting a hostile population, the American attitude seemed to be let's "kick ass and take names, these people are used to force and don't understand much else."

The religious leadership of the city supported the violence. Abu Mohammed, a former officer in the Iraqi Army, said, "The influence of the mosques is great and widespread. After the war ended, we expected things to improve, but everything became worse, electricity, water, sewage, draining, so mosque speakers openly spoke of jihad and encouraged people to join it." Abdullah al-Janabi openly called on Iraqis to join in a holy war against the Americans. He exhorted them to fight, telling them that those who died fighting Islam's enemies would be rewarded with eternity in paradise. The mosques became the rally point for the faithful—and also arms depots and ammunition storage places—despite Law of War prohibitions against the practice. Drinkwine postulated, "There are some very good clerics, but there are also some rogues that allow foreign fighters to move through their mosques." Mohammed declared, "There is no law in Fallujah now, it's like Afghanistan . . . rule of gangs, mafias and Taliban."

The insurgency in Fallujah was a jumble of loosely cooperating groups with complementary agendas that were brought together by a common enemy. It was a marriage of convenience. The insurgency's informal leadership consisted of small cells of eight to twelve people linked by close personal, tribal, or organizational ties. "Fallujah is the epicenter of many complex things," Drinkwine articulated, "political dynamics, tribal dynamics, and clerical dynamics. What you see now is the former regime remnants that are still fighting. They have formed alliances with other militant groups, which in turn have linked up with the extremists that get funding and guidance from foreign fighters." Drinkwine felt that training Iraqis to break up these networks was the key to success in Iraq and probably America's only safe exit strategy.

The first group that Drinkwine's command faced was the disgruntled Former Regime Elements (FRE), who were members of Saddam Hussein's Baath Party, Iraqi soldiers, and remnants of the Fedayeen Saddam, a radical paramilitary group. Rumsfeld called them "deadenders." They feared being politically marginalized and were clearly opposed to the coalition and any new government that took away jobs and their source of livelihood. For the most part, they were hometown functionaries with close ties to the local tribes. They were deeply committed to the insurgency and, in the case of the former security service or army personnel, provided military expertise and training. The second group consisted of foreign fighters principally from Syria, Saudi Arabia, Iran, and Jordan. The most famous of these fighters was Abu Musab al-Zarqawi, a Jordanian, whose network came to be known as al-Qaeda in Iraq (AQI). His

General John P. Abizaid of Central Command (CentCom), commander of all U.S. forces in Iraq, reported directly to Rumsfeld. As a combatant commander, he had authority to go directly to the president. *U.S. Army*

goal was to create an Islamic state within Iraq that would support AQI's activities throughout the Middle East. The foreign fighters were generally well trained, well financed, and indoctrinated with a religious fervor, which inspired them to commit murder in the name of jihad (holy war for religion). The third group comprised criminals and malcontents, who were more opportunists than committed insurgents. They saw the conflict as a way to profit. The three groups did not share long-term goals but rather came together for convenience.

Drinkwine's battalion struggled to control the city but with little effect. "I expect to get attacked every day . . . every single day," he exclaimed. "That may come in the form of a mortar attack, a drive-by shooting at the mayor's office, a vehicle ambush, or a combination of all three." His command post in the former Baathist Party headquarters was protected by concrete barriers and Hazelit earthen barriers: thick, six-foot-high gray plastic filled with earth and stone, with concertina wire on top. Sandbagged positions lined the rooftop. Heavily armed sentries maintained a spring-loaded wariness. In response to the city leaders' plea to leave, Drinkwine withdrew his men and limited their presence in the city by restricting military operations to in-and-out raids on safe houses or well-planned sweeps of neighborhoods, and working to support local leaders and institutions with small teams of specialists.

On February 12, two Iraqi Civil Defense Corps (ICDC) battalions arrived to take over security of the city, relieving the paratroopers of the responsibility. That same day, Central Command's (CentCom) Gen. John P. Abizaid and the

82nd Airborne's commander visited their compound. As Abizaid's vehicle arrived, three RPGs exploded in the courtyard, and an insurgent opened fire from a nearby mosque. The general's security detail returned fire with rifles and machine guns. There were no U.S. casualties, but two Iraqi civilians were reported killed. The attack highlighted the lack of security in the ICDC; undoubtedly someone on the inside had leaked Abizaid's itinerary. The attackers escaped over the rooftops to a nearby mosque and were not captured. Abizaid asked one of the Iraqi security force about the attack. "This is Fallujah, what do you expect," he responded.

Two days later, after Drinkwine had withdrawn his men, insurgents attacked the central police station, destroying it and killing twenty-three policemen. The attack began about 0830 when twenty to thirty insurgents unleashed a hail of automatic weapons fire and RPGs at the police station. They blew open the entranceway gate, rushed in, and systematically cleared the building, room by room. "They took us completely by surprise," one of the surviving officers remarked. "It was a massacre."

As the insurgents attacked the police station, others took the ICDC compound under fire, pinning down the defenders and preventing them from going to assist the police. Drinkwine contacted the ICDC commander during the attack. "I asked if he wanted us to send an element but he said they had it under control . . . He almost demanded we not put forces into Fallujah at that time because it would damage their credibility with the people . . . ." By then it was too late, the insurgents escaped. Drinkwine asserted, "There was collaboration. It appeared to be directed by the extremists, but many of the guys who attacked had a level of training that goes beyond your average Islamic extremist . . . it was a very well-rehearsed, very well-planned and orchestrated effort. It's a whole new structure, and it's much tougher to determine who the enemy is." It was later determined that the attackers were locals, including a former major in the Iraqi Army. "They were not outside fighters, like everyone wanted to believe," Drinkwine said. "People in Fallujah started to realize, 'Hey, I know that guy that attacked that policeman, these were men of Fallujah.'"

PART II

No Happy Endings

Lieutenant General James T. Conway, I Marine Expeditionary Force (I MEF), reported directly to Lt. Gen. Ricardo S. Sanchez. *USMC*

Chapter 3

No Better Friend

I Marine Expeditionary Force

On March 24, the I Marine Expeditionary Force (I MEF), under the command of Lt. Gen. James T. Conway, assumed responsibility for al-Anbar Province, relieving the army's 82nd Airborne Division and the 3rd Armored Cavalry Regiment. Conway's Marine Air-Ground Task Force (MAGTF) consisted of twenty-five thousand men and women from the 3rd Marine Air Wing, 1st Force Service Support Group, and the 1st Marine Division. Conway established three major operational goals: security and stability operations (SASO), information operations (IO), and civil affairs (CA). He reiterated that I MEF's primary focus was on providing security and a better quality of life for the Iraqi people.

The veteran I MEF was no stranger to combat, having planned and executed the "March Up," when its 1st Marine Division had, in conjunction with the army's 3rd Infantry Division, captured Baghdad and toppled Saddam Hussein in Operation Iraqi Freedom. The Marine Corps History Division monograph, *With the 1st Marine Division in Iraq, 2003*, hailed the feat: "The division's 28-day 'March Up' from Kuwait to Baghdad, a distance of 250 road miles, was a remarkable achievement. It represented a validation of the Corps' maneuver warfare strategy, particularly the seamless integration of air into the ground scheme of maneuver and the Marine Corps' logistics command's innovative support." Lieutenant General Wallace C. "Chip" Gregson said, "It was the longest sequence of coordinated overland attacks in the history of the Corps."

Two days before the formal change of command, Conway met with Bremer and told him, "People out there are about to learn the meaning of the Marine Corps watchword, 'No Better Friend, No Worse Enemy.'" Bremer was impressed with Conway's "palm frond and the hammer . . . carrot and stick . . . approach."

He said that the Marine commander did not like the 82nd's "in and out" strategy. Conway stressed, "I want my Marines to be able to go anywhere, anytime in our AO (Area of Operations). I intend to demonstrate that ability as soon as we're set up." Bremer liked what he heard and responded, "In the next ninety days, it's vital to show that we mean business and that we'll back up Iraqi forces."

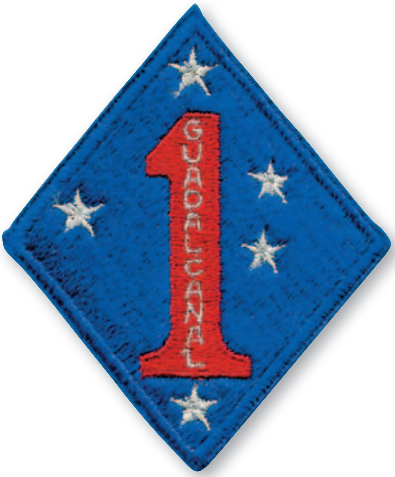
At the change-of-command ceremony at Camp Fallujah, Conway reported, "The I Marine Expeditionary Force is ready for duty. We look forward to working with you [82nd Airborne] to bring stability, security, and democratic principles to the Iraqi citizen of Al-Anbar." The outgoing paratroop commander responded, "With a high degree of hope and confidence, I hereby transfer authority to the magnificent combat unit, I Marine Expeditionary Force." Not exactly a ringing endorsement. His division had been "ridden hard and put away wet" during their seven months in al-Anbar, and he was glad to turn over the province to the Marines. One battalion commander thought that the Marines would enjoy working in Fallujah, "but they'll be bloodied."

Conway knew that the insurgents would try to take advantage of the unstable situation during the U.S. Army-Marine handoff (division expected a sharp increase in attacks in the first forty-five to sixty days), so he devised a strong "First 60 days" program as the best approach to maintain order. First, I MEF planned to build on the paratroopers' successes by strengthening ties with local provincial, tribal, and religious leaders. By working closely with the local representatives, I MEF hoped to have, by summer, a smooth transition to Iraqi political, administrative, and social control. The plan envisioned building trust as a basis for restoring stable conditions and improving Iraqi quality of life. Finally, I MEF hoped to establish a working relationship with the local police to develop an intelligence network to eliminate the insurgent infrastructure. The 1st Marine Division was I MEF's primary force to implement the plan.

Blue Diamond

Be polite, be professional,
but have a plan to kill everyone you meet.
–Maj. Gen. James N. Mattis, commanding general,
1st Marine Division

After the fall of Saddam Hussein, the 1st Marine Division (nicknamed Blue Diamond after its distinctive insignia) was assigned security and stability operations (SASO) from April to October 2003. It did not have a single Marine fatality during that time. According to its former chief of staff, Brig. Gen. Joseph F. "Joe" Dunford, "We had battalions spread out from Al Kut in the north, to Nasiriyah in the south; the cities of Najaf, Karbala, and the entire south of



"Blue Diamond" is the shoulder patch of the 1st Marine Division. The patch was designed by Col. Merrill B. Twining in World War II. Superimposed on the blue background are five stars representing the Southern Cross. The word *Guadalcanal* commemorates the division's first combat in the war. *Author's collection*

Iraq, less the southeast portion of the country, was the division's responsibility." When the division returned to the States, "we left with a pretty fair degree of optimism that things were going pretty well," he said. "I believe we could point with some pride as to the accomplishments and the progress we were making." Colonel John A. Toolan, the division operations officer and later commander of the 1st Marine Regiment, echoed Dunford's comments: "We believed our techniques and procedures were pretty effective . . . ." Division commander Maj. Gen. James N. "Jim" Mattis cautioned them, "Don't lose sight of what you've learned, because you're going to need to get your guys ready to come back."

Within ten days of arriving home, Dunford attended a briefing by Major General Mattis. Not one to mince words, Mattis abruptly announced, "Okay gang, we're going back!"and without preamble launched into his guidance for the division's return to Iraq. According to Dunford, "he touched on the things we had done in the summer of 2003" and then outlined additional resources to create a different approach, which was characterized by the news media as "winning the hearts and minds" of the Iraqis. Toolan clarified what the term meant to him. "We've come to the realization that winning hearts and minds shouldn't necessarily be the objective. What should be the objective is just earning the trust of the people . . . that we're there to help, and we'll be there until stability is established."

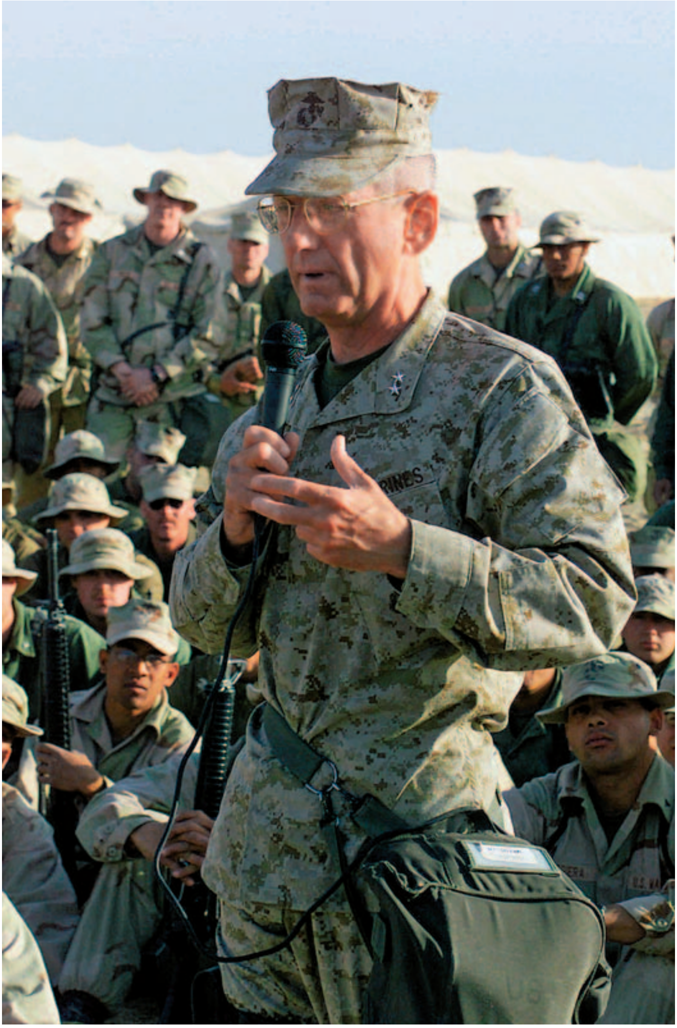
The basis for the division's strategy was the decades-old *Small Wars Manual,* which had guided Marine expeditionary forces in the 1920s and 1930s. The prewar publication was celebrated as "an unparalleled exposition of the theory of small wars." Its 1940 edition comprised fifteen chapters, which provided a blueprint for tactical operations. It was a how-to-fight primer based on four decades of small-war fighting experience. Jim Mattis "strongly" suggested that

Brigadier General Joseph F. Dunford (left), the 1st Marine Division assistant division commander, was a regimental commander and chief of staff on two deployments for Maj. Gen. James N. Mattis, the division's commander (right). *USMC*

battalion commanders have their subordinates read the manual before going "back to the brawl" in al-Anbar, Iraq. "This is the right place for Marines in this fight," he prophesized, "where we can carry on the legacy of 'Chesty' Puller in the Banana Wars in the same sort of complex environment."

Jim Mattis was an unorthodox strategist, "the product of three decades of schooling and practice in the art of war," according to Maj. Gen. Robert H. Scales, former commander of the Army War College. "No one on active duty knows more about the subject. He is an infantryman, a close-combat Marine. He is one of those few who willingly practices the art of what social scientists term 'intimate killing.'" Mattis is a voracious reader; it is reported that at one time his personal library contained over seven thousand books. He studied ancient as well as modern military campaigns and was comfortable discussing Hannibal's victory at Cannae or Rommel's North African Campaign. Mattis was a quick study; one who could grasp the essentials of a complex issue and boil it down to its simplest terms. A friend asked him how he was able to maneuver the 1st Marine Division's multiple attack on Baghdad. He replied, "I visualized the battlefield."

Mattis encouraged his staff to think "out of the box." He was determined to try something different. The division reached out for nonmilitary resources—academics and experts in counterinsurgency, retired Vietnam-era combined



Major General James N. Mattis briefs unit of his command. Mattis was known for his plain, straightforward comments and for being a "Marine's Marine." *USMC*

action platoons (CAP) Marines who lived among the villagers and taught them self-defense, and even the Los Angeles Police Department. "When you get down and look at the daily incidents in Iraq, you see so many things that we see as police officers," said Ralph Morten, a twenty-seven-year L.A. Police veteran. "Investigation, tying cars and bad guys together, forensics, collecting evidence from bombings, shooting, testing people for explosive residue, tracking the electronics . . . all the things we do every day."

The division's Marines were trained to be culturally sensitive. "We want to create Marines who could read the cultural terrain as well as the physical terrain," Mattis explained. He urged his men to show respect—remove sunglasses when interacting with Iraqis, learn simple Arabic phrases, grow mustaches—and exercise restraint in the use of deadly force: "knock on doors, not kick the door down and put a boot on a man's neck." "Remember," he told them, "Iraqis aren't your enemy, don't let the insurgents make you think that. The people are the prize." Mattis even considered changing uniforms to green, with black boots, to differentiate them from the soldiers they were replacing, "In an effort to break the cycle of violence." However, the army division commander objected that "it was a personal affront"—and the plan was scrapped. "The green cammy phase," retired army Lt. Col. Lloyd Matthews pointedly expressed, "is for no other purpose than to differentiate the loveable Marines now in town from those detestable Army ruffians who just left."

Marine Maj. David Banning, a division staff officer, thought, "The soldiers' attitudes towards the Iraqis and how they dealt with them were different than what General Mattis had emphasized. I think there was a little friction . . . and his [Mattis'] saying that we were going to be doing things differently was taken as an implicit criticism of how they were doing things." Colonel Michael A. "Mike" Shupp remarked, "There was a lot of concern by the Army that the Marine Corps thought they had a better idea. They were saying, 'What are the Marines talking about? Don't they understand what's going on inside of theater [Iraq]?'" Shupp accompanied several congressional delegations to Iraq. On one, he was surprised to see the 82nd completely prepared for war; no one was working with the people. "It was [all] combat operations when they left the base. I can remember them pushing Iraqi vehicles off the road that were in front of us . . . Humvees driving up behind them, and pushing them out of the way."

Joe Dunford felt the change from army to Marine was an opportunity to demonstrate to the Iraqis that things would be different. "This could be seen as an opportunity for the Iraqi people," he said. "We could advertise ourselves as the new guys coming in, and establish a new relationship . . . a fresh start." The Marines were prepared to jump-start various infrastructure projects—repair schools and irrigation systems, provide fresh water, remove trash—and improve the quality of life, especially "projects that were important to the Iraqi people that hadn't been initiated," Dunford emphasized.

As the time for deployment approached, the division issued an order titled "Fallujah Opening Gambit" (FragOrder 0011-04), known throughout the division as the "First 15 Plays." It outlined a measured, phased approach; kinetic (combat/lethal) operations combined with focused informational operations and civil actions (nonkinetic) to show the Fallujahans the "carrot and the stick." They can be summarized in two broad categories:

Civic Action

- Interact with local tribal, administrative, and religious leaders.
- Distribute school, medical, and children's recreational supplies.
- Meet with local governing councils to build rapport and gain credibility.
- Integrate the actions of the Combined Action Program (CAP) units in order to enhance Iraqi confidence and support.
- Diminish Iraqi populace support for or tolerance of anti-coalition forces. Reduce Iraqi unemployment by creating public-sector jobs as rapidly as possible and establish job security.
- Increase effectiveness of public services and local governing bodies.
- Develop Sunni advisor program.
- Initiate former Iraqi military engagement program. Use "veteran's points" to bring former military to the forefront of employment and reduce adversarial relationships with them.
- Coordinate and disseminate IO message to introduce Marines to the local populace and gain information superiority.

Kinetic Operations

- Conduct patrols to include emphasis on joint patrols with Iraqi forces in order to build confidence and assess their abilities.
- Increase effectiveness of Iraqi security forces to include the police, Iraqi Civil Defense Corps, highway patrol, border patrol, and Facility Protection Service by providing basic/advanced training, close integration into our formations, and supervision.
- Defeat anti-coalition forces in coordination with Iraqi forces.
- Disrupt enemy infiltration of Iraq through overland movement or movement along waterways. Special attention will be paid to the border regions to disrupt the introduction of foreign fighters, with an initial emphasis on the Syrian border, avoiding adversarial relationships with legitimate smugglers who may be able to assist us.

Mattis worked tirelessly throughout this period to ensure his division was ready. Colonel Clarke Lethin recalled, "The general [Mattis] talked to every Marine in the division at least three times . . . he wanted to talk them through, and image them through, the issues they would face. He wanted to talk about morality on the battlefield, how to go through an ambush one day and have your buddy blown up, and then face Iraqis the next day." Mattis emphasized, "We will be compassionate to all the innocent and deadly only to those who insist on violence, taking 'no sides' other than to destroy the enemy. We must act as a windbreak, behind which a struggling Iraq can get its act together."

The division knew that al-Anbar Province would be different from what they had experienced in 2003. Lieutenant Colonel Ken W. Estes, a retired Marine, wrote in *U.S. Marine Corps Operations in Iraq, 2003–2006*, "The province was the heart of the anti-coalition insurgency west of Baghdad and the main infiltration route, termed 'rat lines,' extending from Syria to Ramadi and Fallujah. . . . Age-old smuggling routes, tribal cross-border associations and active Syrian support provided the insurgencies with a steady supply of money and sanctuaries . . . radical elements could infiltrate through a system of safe houses, counterfeit document providers, training areas, and routes. . . . In addition, there was a reliable source of weapons and ammunition." Huge stockpiles of weapons were left over from the war, and "surveys identified 96 known munitions sites and innumerable uncharted ones."

Chapter 4

Back to the Brawl

Beneath the surface, Anbar was out of control.
We had no idea how deeply the insurgents had burrowed in.
–Col. Joseph Dunford, 1st Marine Division

John Toolan's 1st Marine Regiment was scheduled to relieve the 82nd Airborne in mid-March. The two organizations enjoyed a good working relationship. "We had come out in January," Toolan remarked, "and gone through a little bit of a turnover. Everything led us to believe that they [82nd Airborne] had a good handle on the situation." Everyone thought that the army had been successful in implementing stability and security in Fallujah. "So we went in there," Toolan said, "with the expectation that we were just going to follow through on what the 82nd had already established."

Colonel John Toolan, commander of the 1st Marine Regiment, talks with locals at the train station in Fallujah. A veteran of the "March up," Toolan was prepared to help the Iraqis build for the future, until the Blackwater incident. *USMC*

Iraqi Resistance Report

"In the wake of stunning Resistance attacks in al-Fallujah, one of which sent the US commander of forces fleeing from the country, the US had decided to change the military unit occupying the area. The 82nd Airborne Division is to be replaced by a detachment of 25,000 from the US Marine Corps."

While the regiment assembled in Kuwait prior to entering Iraq, Toolan sent the staff of the 2nd Battalion, 1st Marines (2/1), ahead to liaison with the army. Lieutenant Colonel Gregory P. Olson, Maj. Joseph R. "JR" Clearfield, and one other officer quickly caught a ride from Kuwait to al-Taqaddum (nicknamed TQ), where they were stranded for several days because the army would not allow the convoys to leave the base. The roads were too dangerous. Clearfield observed an army motorized patrol and was astonished by their preparations. "Before the vehicles left the base, snipers were deployed on overwatch . . . which seemed like a good idea, except the men had to climb over their own wall and rappelled down it to take an overwatch position. It wasn't even safe for a heavily armed convoy to leave the base!"

Major Clearfield finally convinced the unit 2/1 was relieving to send security vehicles to escort them to Camp Baharia, Udai Hussein's large, walled compound about two miles southeast of Fallujah. Clearfield was told that "we don't drive down highway 10 in the daytime." Instead the convoy took a circuitous route south of the city, which took several hours. After arriving, Olson embarked on a "left seat, right seat" reconnaissance. The phrase described the turnover process. During the first segment, the more experienced soldier sat in the left seat, with the less experienced Marine in the right. Halfway through they switched places. The Marine took over in the left seat, with the more experienced soldier available in the right seat for last-minute mentoring before the turnover. In theory, the system was an excellent method for bringing the new unit up to speed. However, it sometimes did not work as advertised. Sergeant Shawn D. Polvin remembered, "We drove in the outskirts of Fallujah, never once coming within eyesight of the city looking for positions where the insurgents might be firing mortars from. I was kind of baffled that they would spend an entire eight hour patrol doing this. A little pointless if you ask me."

As part of his in-brief, Drinkwine's intelligence officer showed Olson a color-coded map of the city. "Red is high threat," he was told, as the army officer pointed out two-thirds of the city. "Green is low threat and I want you

The Bradley armored fighting vehicle was designed to carry six infantrymen in addition to its three-man crew. It mounts a very potent 25mm Bushmaster chain gun, a coaxial 7.62mm machine gun, and a TOW missile system. *Defenseimagery.mil 041109-A-1067B-042*

to notice there is no green." Olson went on several patrols and received a rude awakening. "From the moment he started going on patrols there was some type of ambush or IED attack," Toolan recalled. "We quickly realized that this [taking over] wasn't going to be easy." Clearfield was equally surprised. "The airborne battalion only ran one motorized patrol a day but conducted several night raids in response to intelligence reports." The Marines believed the army had backed off, giving the insurgents a free hand in the city. "Fallujah looked good," Toolan said. "It had a mayor, a police chief, all the trimmings. But it had termites. You always tread lightly, talking about the guys before you. But they [82nd Airborne] weren't out enough to do the termite inspection." The division report stated that "to date the Army has only entered Fallujah to conduct short duration raids and/or cordon and search operations using heavily reinforced 'packages' consisting of Bradleys [infantry fighting vehicle], Kiowas [reconnaissance helicopter] and Apaches [helicopters]."

Because of the insurgent threat, Olson immediately met with members of the newly formed Iraqi Civil Defense Corps (ICDC) to get to know the local commanders and work out details of boundaries and responsibilities for the two forces. Their first meeting at the Iraqis' compound was described as "cordial," but Olson was under no illusion that he was dealing with a stalwart force, despite their stand during the February 14 attack on the police station. Olson opened the meeting with the statement, "I don't know when the time is coming, but it is coming in the foreseeable future, when the brave Iraqi soldiers will be the ones fighting the terrorists and criminals and evildoers." His vision of a strong Iraqi army would not happen on his watch or for the foreseeable future.

Soon after establishing his command post at Camp Fallujah, also known as MEK or Mujahedin Camp (Mujahedin-E Khalq), Toolan went into the city to attend the weekly Fallujah Public Advisory Council meeting, attended by the mayor, local sheiks, and the city's power brokers. Clearfield recalled, "It was to be a joint meeting with the Army—Toolan, Drinkwater, Olson, members of 2/1, and the airborne unit." Toolan said that "on the way in we were ambushed . . . rockets, RPGs [rocket-propelled grenades] and small arms. They threw the whole thing at us but we fought our way through." After arriving, a number of Marines and soldiers climbed to the roof of a large building adjacent to where the city council meeting was being held. Clearfield recalled that a soldier had a negligent discharge and "as everyone turned to move toward the man, a mortar round landed right in the middle of the roof." First Sergeant Skiles thought it was a grenade rather than a mortar round. "Boom!" he said. "Then a grey fog, everyone on the ground." Eight Marines and four soldiers were slightly wounded.

Corporal Christopher Klingman was one of the wounded. After the explosion, he remembered, "Everything went blank. When the dust settled, I could see everyone was on the ground. Guys started yelling, 'I'm hit! I'm hit!' Army guys started dragging us down the stairs. There was a lot of blood. I didn't think I was hurt because I couldn't see the backs of my legs. But I tried to stand up and my legs were like on fire. That's when I knew I was down. On the one hand, I'm glad I got it out of the way. On the other, I'm thinking, 'Goddamn, it's gonna be a long seven months.'"

Small arms and RPG fire immediately engulfed the building. "We took sustained fire," Clearfield said, "automatic weapons and RPG fire." The conference broke up. "The sheiks shouted, 'Get out, get out,' " Skiles recalled angrily, "and immediately disappeared." The Americans quickly evacuated their wounded. Clearfield said, "As the Army lit out of town, they launched a TOW missile at a mosque." Toolan surveyed the damage and caustically remarked, "The meeting did not go very well."

Shawn Polvin was on one of the pointless patrols when a soldier shouted, "Let's go, let's go. They [council meeting] just got hit badly. We're going into the most dangerous city in the world!" A Marine was behind the wheel. "Drive like you stole it!" Polvin yelled. The driver floored it, careening down narrow streets, past fruit vendors, with the Humvee's horn blaring, scattering pedestrians. "I have never been so scared in my life," Polvin said. They reached a highway cloverleaf. "I could see the black smoke of explosions in the city. We stopped traffic to allow the medevac to pass through," Polvin recalled. "Not being able to see who was wounded was killing me, because I knew almost everyone who went to the meeting." Polvin drove back to Camp Baharia after the convoy passed through. "The phones and internet were shut off," he remembered sadly. "We learned that this happens any time a Marine gets injured, because there is a proper way to inform the family . . . and the Corps did not want someone to inadvertently let it out."

Major Brandon McGowan, 2/1's executive officer, described the chaotic conditions inside Fallujah: "We had very, very little control. You could not really go into the city for any significant amount of time. If you go in for a meeting with the mayor and you weren't really on your way out in twenty minutes, you're going to get attacked. It wasn't like a major attack, but you're going to get rocket-propelled grenades and mortars and small arms fire. You needed to go in with at least a platoon and needed to exfiltrate on a different route from the one you came in on. If not, you're definitely getting RPG'd on your way out."

As the 82nd withdrew back to Kuwait, Toolan was left to carry out three essential tasks. "I had to secure the MSRs, the major supply lines. Secondly I needed to make sure that I established an influence in and among the city governments to see how they were going to provide training and assistance to the local security forces. And thirdly, I had to combat terrorism. . . . I had to combat the insurgency." He quickly discovered that it was the age-old problem of too many tasks and not enough troops. "I took assets from a variety of different things to plug the gaps . . . [but] if I looked at the tasks, I really didn't have a whole lot left to really combat the insurgents. These were trade-offs that we needed to make all the time." Nevertheless, he started active patrolling. "We needed to go out and find out what's going on," Toolan explained. The next day, insurgents attacked a convoy, killing one Marine and wounding several others. Three days later, on March 25, a special operations unit was ambushed after a night raid in the city. "JR" Clearfield said, "The team was caught in the kill zone but fought its way out. Two Rangers of the security detachment were seriously wounded." The division suffered eleven casualties within the first few days, before it had even officially taken responsibility for the province.

Conway was exasperated by the attacks. "Fallujah is probably our center of gravity. We know that there are more bad guys around Fallujah than anywhere else in our whole area of operations. I ordered my division commander to take action. I wanted the route through the city made safe for military traffic." The order was passed through division to Toolan, who decided "to conduct what we call the 'knock and talk' to find out where the insurgents were coming from. The action tuned into a firefight that lasted thirty-six hours." Captain Kyle Stoddard explained, "We had to make our presence known. They [insurgents] knew we were doing the transition [with the army]. . . . They've been testing us, so we had to push back."

Interchange
MESCO
HYUNDAI

The cloverleaf was a large, four-spiraled interchange located on the intersection of Highways 1 and 10. It was a Marine control point for anyone entering Fallujah. It was also the focus of insurgent attacks during the summer and fall of 2004. *Defenseimagery.mil DM-SD-06-00542*

Before dawn on the twenty-sixth, Echo and Fox Companies of Olson's 2nd Battalion and six unarmored Humvees of the Combined Anti-Armor Team (CAAT) Platoon moved into position at the cloverleaf, a large, four-spiraled interchange linking Highways 1 and 10 (a modern six-lane road complete with signs in English and Arabic, nicknamed the "Highway of Death" by Drinkwine's paratroopers) on the east side of the city. Shawn Polvin commanded one of the CAAT vehicles: "We were lined up along Highway 1 (Mobile) before dawn, waiting for the signal to go into the city. It was my first time in combat and I was 'pumped up.' The Army guys kept telling us the city was bad." Earthen berms shielded the movement from observation, although the engine noise from the Humvees alerted the locals that something was up. Polvin positioned his vehicle on Highway 10 to block vehicles from the west: "Although my vehicle mounted a TOW [tube-launched, optically tracked, wire-guided] launcher we did not have any missiles, just a SAW [squad automatic weapon]."

At first light, the Marines cautiously advanced, with Capt. Douglas Zembiec's Echo Company (call sign "War Hammer") on the left and Capt. Kyle Stoddard's Fox Company ("Pale Rider") on the right, through the upscale neighborhood known as East Manhattan, the home of former Iraqi Army officers. As the men cleared the roadway and entered the city, mortar and RPG rounds impacted nearby, signaling that the movement would not simply be a walk in the sun. One Marine shouted "RPG! RPG!" A red flame, a trail of fire,

Captain Douglas Zembiec, commanding officer Echo Company, 2nd Battalion, 1st Marines, was photographed during the April battle in Fallujah. Zembiec was nicknamed the "Lion of Fallujah" for his fearless leadership during the battle. *Sgt. Jose E. Guillen, USMC*

and a blast marked another as it exploded. The insurgent gunners were behind a row of buildings, safe from direct fire, lobbing their grenades over the rooftops. It wasn't aimed fire, just shoot and pray for a lucky hit.

Polvin took his Humvee into the city. "As we drove around, I caught a glimpse of several Iraqis paralleling our route. They would cross the street, duck down an alley and quickly disappear behind the houses. They made me nervous." His vehicle stopped to observe. "Our vehicle was parked next to a building. I remember thinking that if a Muj [mujahedeen] takes a shot, he'll probably aim for the house, hoping to get a lucky hit on us. Just as I stepped into a small open area to get away from the building, I heard the tell-tale sizzling of an incoming RPG round. I threw myself to the ground on my back and tried to scramble out of the way. The damn thing landed a few feet away, throwing dirt on me . . . but didn't explode. The Muj hadn't pulled the nose safety wire."

Darren Martinson, an embedded reporter for the *North County Times,* wrote, "Making their way into Fallujah, young Marine leaders tried to greet or talk with Iraqi men who eyed the troops from carports and open doorways." For the most part, the troops were greeted with stony silence, except for the children who, according to Martinson, were "almost always playful and seemed to transcend all of the violence around them." Polvin remembered that "the locals in their man dresses (American slang for the long, robe-like garment [*dishdasha*] commonly worn by men in the Arab countries) gave me a look of pure hatred,

A rifleman from 2nd Battalion, 1st Marines moves into the city. The children waved at the stranger just before their mother called them inside, and before hidden insurgents took the Marines under fire. *Department of Defense*

[and] it gave me the chills." As the advance continued into the city, the children disappeared, and more and more gates were slammed shut. The mosques started their sing-song call to worship. The unfamiliar language grated on the keyed-up troops. Polvin noted men "squatting on street corners, hands hidden inside their dirty night shirts, heads and eyes following our every move."

The lead elements cautiously advanced along walls plastered with graffiti encouraging local citizens to harass and kill Americans. Posters warned everyone to stay far away from U.S. convoys to avoid being hit. The streets were lined with high, cinder-block walls that shielded large, cement homes. Locked entryway gates led to inner courtyards. "Marines started the day by blasting open some doors with explosives and kicking in others," Martinson described. "Then [they] tried to calm the women and children frightened by the intrusion." The inhabitants were gathered in one room, while search teams cleared the house room by room, looking for multiple weapons (each Iraqi home was allowed one weapon for defense) and explosives."

At one point, according to Martinson, "members of 2nd Platoon, Fox Company, were standing just inside the family's front courtyard when the 'crack! crack! crack!' of automatic gunfire came from about fifty yards behind them where children and men had just waved them on." Major Clearfield described the shooting as "Heavy . . . small arms, automatic weapons and RPGs that were lobbed over the rooftops. The fire seemed to come from everywhere." Bing West wrote that "one or two men [were] stepping into the street a few hundred meters away, shooting from the hip and quickly dodging behind cover. The insurgents were poor shots, firing wildly and hoping to get lucky." Clearfield remembered differently: "The fire seemed to be well aimed. The crack of close rounds was almost continuous."

Martinson observed that the Marines followed the rules of engagement (ROE) by "not firing unless they had a clear and definite target." The residents, however, claimed they fired indiscriminately, causing many civilian casualties. Jamal Mahesem told a reporter from the *Washington Post*, "I didn't even see the American soldiers. I don't know why they started shooting." Alissa Rubin of the *Los Angeles Times* foolishly visited the hospital. "A relative of someone who had just been killed came in and he was angry that there was a foreigner there. Although I was properly dressed in an abaya and a hijab, he became furious and pulled out a gun." Her Iraqi translator interceded: "Calm down, stop it. We didn't mean any harm." Rubin said that "no one offered to help us or pull the man away . . . but we were able to walk out of the hospital . . . although we were very afraid that we'd be shot in the back."

The fight lasted all day, as black-clad insurgents, many with scarves wrapped around their faces, and others dressed in running gear and sneakers blasted away at the Marines. One Marine exclaimed, "We literally had rockets shooting between people . . . gunshots literally spraying, almost circling you . . . and the concussion, numbing our ears." A half-dozen rounds knocked chips from a brick wall near Captain Stoddard. He couldn't see where the shots came from. Late in the afternoon, Olson pulled his men back. "Keep your heads on a swivel, gents," Sgt. Todd Luginbuhl cautioned his men, "'cause we're not heroes anymore in this part of town." One resident exclaimed, "They think that they're going to control the city by doing this? They're wrong. They will never be able to control the city . . . they will turn [it] into a war. . . ."

As the battalion withdrew, 3rd Platoon was given the mission of blocking an intersection some three hundred meters from their night defensive position. Lieutenant William Wade Zirkle was the platoon commander. "Right as we were setting up the blocking position," he recalled, "we came under pretty heavy fire with RPGs and machine guns on some rooftops very close to us." Private First Class Leroy Sandoval returned fire with a machine gun from atop a Humvee until he was wounded. A corpsman rushed to provide aid, but it was too late. His was the first death in Olson's battalion. "I never thought such a good friend would be gone . . . so quickly, so early," a buddy said at the memorial service. Another remarked sadly, "It made us realize that it was real.

Now we know what can happen, what to expect." Olson eulogized the loss. "Pfc. Sandoval fell doing something he believed in. He gave his life . . . so that others could be free."

Iraqi Resistance Report

"Iraqi resistance fighters killed one US Marine and wounded a number of others in several hours of bloody battles in streets and lanes of town. Nine Iraqis, including three children and an Iraqi cameraman were gunned down and 30 others wounded by US aggressor forces who opened fire as they raided al-'Askari neighborhood. The US invaders closed off the area and began to carry out house-to-house raids. Resistance fighters, their faces covered in kuffiyehs, clashed with the US invaders, pounding them with explosive devices and mortars and firing rocket-propelled grenades and assault rifles." The communiqué also stated, "We now regard al-Fallujah as a liberated city, and we warn the occupation forces against entering it a second time."

Chapter 5

The Vortex of Violence

They can’t do that to Americans.
–Captain Doug Zembiec, U.S. Marines

The incursion into the city established an aggressive Marine posture. “We need to take Fallujah back,” Maj. Brandon McGowan explained. “We want to be able to show these guys that Marines will have freedom of movement in Fallujah. That’s just the way it’s going to be.” Lieutenant Colonel Clarke Lethin was more succinct. “You want the fuckers to have a safe haven? Or do you want to stir them up and get them out in the open?”

Colonel Toolan continued meeting with the Public Advisory Council despite the fighting. “They pleaded,” he recalled, ‘Please leave our city, we will take things back under our authority and try to resolve the problem.’ All right, if you want to take on the responsibility for security in your city, then you need to start doing something about it. Otherwise we will.” On March 27, he finally agreed to keep his troops out of the city in an attempt to avoid further bloodshed, but he established traffic control points (TCPs) on the major roads in an attempt to limit entry and exit. TCP-1 was located at a cloverleaf on the east side of the city at the intersection of Highways 1 and 10. It was manned every day by Golf Company, 2nd Battalion, 1st Marines, and an attached tank platoon. Its location provided the insurgents with an irresistible target. They attacked it daily with RPG and small-arms fire from positions in the Askari District, in the city’s northeast sector, and the industrial area south of Highway 10. From this “hardened position,” the Marines collected real-time intelligence on the city from street level. The position also served to keep the enemy’s attention focused on it, which was an important tactical consideration in the regiment’s deception plan.

In response to the Arabic calls to worship that reverberated from the mosque’s loudspeakers, Major Clearfield said that his men at the cloverleaf constantly challenged the insurgents to come out and fight. “Terrorist forces, you call yourselves Mujahadeen and heroes," a Marine linguist broadcast via loudspeaker, "but you are really nothing more than dogs and cowards who attack children and plant bombs and hide behind women. You do not have the strength or courage in your own beliefs to fight like real Mujahadeen and heroes. Leave the real fighting to the real men and scurry away like the cowards that you are." When the insurgents showed themselves, concentrated small arms, tank fire, and close air support met every reaction. Marines also patrolled the suburbs, detaining several suspicious men and leaving Arabic leaflets that read, "You can't escape and you can't hide." A local complained about the patrols to a newsman. "If they find more than one adult male in any house, they arrest one of them. Those Marines are destroying us. They are leaning very hard on Fallujah."

Despite the council's plea, Marines and insurgents continued to skirmish; patrols received sniper and small-arms fire. Camp Fallujah was hit on six separate days, and convoys were regularly targeted by RPG attacks and the ubiquitous IEDs. "People in Fallujah had been laying IEDs," Alissa Rubin reported in the *Los Angeles Times*, "and we knew that a serious assault was coming." The daily regimental situation report noted the increased amount of indirect fire and small-arms attacks; everything pointed to a city out of control. Abu Mohammed, a resistance commander, explained, "The resistance started with small groups of five to seven men, fighting without a leader . . . merely groups of men planting simple IEDs, attacking the enemy and escaping, just like gangs. Then, small groups started integrating with other groups, three or four groups joined into one group under one leader." Toolan noted that "the city government failed to really bring any stability or security to the area." Mohammed said, "Fallujah was a moment of transformation for the resistance. It became a secure area for the resistance to work in. The groups grew more and more, and leadership started forming."

Mattis detailed his estimate of the situation: "Toolan's RCT-1 [Regimental Combat Team 1] has moved against the enemy center of gravity in Fallujah . . . combat operations in zone continue to be a balance between efforts to kill or capture insurgents attacking coalition forces through the use of direct and indirect fire, improvised explosive devices, and means more normally associated with terrorism . . . in Fallujah four days ago and deep in the urban area of the city—their turf—the insurgents fired huge volumes of automatic weapons and RPG fire in complete disregard for the innocent. Their only 'tactic,' however, was to fall back . . . against steady Marine infantry pressure employing measured return fire against identified combatants."

Despite the heavy fighting, Mattis was determined to "demonstrate respect to the Iraqi people." He cautioned his leaders to "keep your soldiers, sailors and Marines focused on the mission and resistant to adversarial relationships with the Iraqi people . . . we obey the Geneva Convention even while the enemy does not. We will destroy the enemy without losing our humanity."

On the last day of March, the escalating violence reached a horrible climax. The "Breaking News" logo flashed on CNN's direct feed in the division's combat operations center (COC). Al Jazeera's live video of the Blackwater killings filled the screen. Clarke Lethin watched the unforgettable images of the bodies and after getting over the jolt wondered, "What the hell are they [Blackwater contractors] doing there?" He knew that all the major entry points into the city were under the control of the 1st Marines. However, he was always concerned because "CTF-7 [Combined Task Force 7] had very poor movement controls . . . there simply was not enough men to cover all the roads. Often the convoys were sent out without specific directions as to what areas were dangerous and ones that were fairly safe," Lethin complained. "Because they [Blackwater] went in there, we had to change our campaign plan."

Toolan learned of the incident "from our sources inside the city [Iraqi informants]." He had "indications that somebody had bypassed the checkpoint at the cloverleaf and went right into the city on their own." It was a major problem Toolan expressed: "When you have independent contractors operating in a military environment, many of them operated without knowledge of the system or just didn't take the time to ask the proper questions." He was very upset. "I felt responsible [for the Blackwater attack], as well as I felt responsible for every burning truck that occurred in my AO [area of operations]. We had established a pretty intricate communication system for anybody moving from Baghdad west through Al Anbar Province. There were several frequencies that were unencrypted, so easy to get on, that let units that had the responsibility for those areas know who was coming, so that if they ran into an ambush or any kind of problem they could contact us." He was very frustrated by the lack of traffic coordination. "They should know who to talk to. But the contractors [Blackwater] didn't do that. I don't know the whole story they had for going through the city . . . but I certainly would not have sent any of my guys through there . . . two men in a vehicle, two vehicles. That would not happen! At a minimum it would be our standard six-vehicle unit with gun weapons systems in four of the six vehicles."

Toolan immediately established contact with the city mayor and the police and demanded that the bodies be returned and the perpetrators identified. He angrily told them off: "You just had a major problem right in the middle of your city. Where was the police? Where was the Iraqi National Guard? How did you allow this to happen?" One police officer told reporters, "You must remember, this is Fallujah. If Americans get attacked, people here don't come running to the police station telling us to help them. If we do help the U.S. we usually end up getting shot at as well. They don't trust us any more than the rest of the people here." The two city leaders, however, clearly understood the seriousness of the situation. According to Toolan, "It took about six to ten hours for the bodies to

Colonel John Toolan (left center) at a meeting with Iraqi dignitaries. After the Blackwater incident, the meetings became increasingly hostile as the insurgents gained more and more control in the city. *Department of Defense*

be brought back . . . Iraqi police recovered the remains. Certainly in an Arab culture, the idea that somebody's killed, then mutilated . . . is an egregious thing to do . . . and so they acted fairly quickly."

After contacting the city's leadership, Toolan "waited to see what kind of response they were going to make" and reviewed his options. "Going into Fallujah was a very major operation . . . a very tough operation," Toolan explained. "It would be relatively simple to seize our objectives but, the hard part was going to be maintaining security. With people dead on both sides, there is a level of mistrust that is very difficult to get back." The sheer size of the city was daunting. It was a tough decision. "If you're going to use force, there is no turning back," he said. "I believe when we talk about punitive actions that it has to be very measured, and I think that it was done at levels well above me. . . ." He did not sit on his hands, however. "I put together preparations to reestablish security inside the city by cordoning it off to prevent any of the insurgents from leaving. All I needed was the word to do it."

After watching the video feed of the butchery, Joe Dunford radioed Mattis, who was out in the field with one of the outlying units. "A mob in Fallujah has killed some American contractors," he said over the encrypted net. "It looks like a scene from Somalia."

"What's your take?" Mattis asked bluntly.

"The contractors are dead," Dunford responded. "If we go in to get their bodies, we'll have to kill hundreds, including kids. Captain Sullivan [1st Marine

Regiment's liaison officer with the city and fluent in Arabic] says the police chief promises to return the bodies."

"Where does the MEF stand?" Mattis asked.

"General Conway thinks we should let the mob exhaust itself," Dunford replied. "I recommend we stay out."

"That's it then," Mattis decided, "rushing in makes no sense."

Doug Zembiec, who just two days before had fought a pitched battle in the city, said righteously, "They can't do that to Americans!" Private First Class Lance Hackett was more circumspect: "Oh, great, another Somalia."

Iraqi Resistance Report

"Iraqi resistance fighters attacked a convoy of SUVs with automatic weapons and rocket-propelled grenades, blowing up the vehicles. Witnesses said that the resistance fighters dragged the corpses of the invaders from the burning vehicles and flashed the 'V' for victory sign. Previously, the resistance had declared al-Fallujah a liberated city and warned aggressors against entering it. Residents then vented their rage upon the corpses." A group calling itself the "Martyr Ahmad Yasin Brigade" claimed credit for the attack.

Chapter 6

Drumbeat for Action

We are committed, we want heads to roll.
–President George W. Bush

The Blackwater incident was the straw that broke the camel's back. Bremer confronted Sanchez and demanded, "What's your next move?" "We've got to react to this outrage or the enemy will conclude we're irresolute." The secretary of defense shared Bremer's demand for action. Sanchez quoted Rumsfeld as saying that "we've got to attack, and we must do more than just get the perpetrators of this Blackwater incident. We need to make sure the Iraqis in other cities receive our message." Conway still cautioned restraint. "We felt that we probably ought to let the situation settle before we appeared to be attacking out of revenge," he explained. "I think we certainly increased the level of animosity that existed. When you order elements of a Marine division to attack a city, you need to understand what the consequences will be and not perhaps vacillate in the middle of something like that. Once you commit you have to stay committed."

Brigadier General John Kelly, assistant division commander, tried to put the incident into perspective and dampen the call for immediate action. "As we review the actions in Fallujah yesterday," he wrote in the division's daily report, "the murder of four private security personnel in the most brutal way, we are convinced that this act was a spontaneous mob action. Under the wrong circumstances this could have taken place in any city in Iraq. We must avoid the temptation to strike out in retribution . . . we should not fall victim to their [insurgent] hopes for a vengeful response. To react to this provocation, as heinous as it is . . . will complicate our campaign plan . . . counterinsurgency forces have learned many times in the past that the desire to demonstrate force and resolve has long term and generally negative implications, and destabilize rather than stabilize the environment." John Toolan believed that "over time we

Brigadier General John Kelly, shown here as a two-star, served as the assistant commander of the 1st Marine Division. When he heard about the Blackwater murders, he called Mattis to counsel against hasty action. *Department of Defense*

probably could have established a relationship with the local government that did not require us to destroy a lot of the city's infrastructure."

According to Sanchez, there was a "steady drumbeat from Washington to take swift action" despite Marine objections. Rumsfeld directed Abizaid and Sanchez to begin planning for an immediate offensive into Fallujah. In a video teleconference with Rumsfeld and Bremer, the two presented their plan. At the conclusion of the brief, Abizaid cautioned against a precipitous attack. "The timing is not right," he said, "and they [Marines] haven't had time to implement their engagement program. We should wait." Rumsfeld disagreed, and the plan was taken to the final authority, the president and the National Security Council. After laying out the plan, code named "Vigilant Resolve," Sanchez said, "General Abizaid further made it clear that we preferred not to launch the attack right now. President Bush stated that he appreciated our caution, but then ordered us to attack."

The president was also told that "the Fallujah offensive was going to be a pretty ugly operation, with a lot of collateral damage—with both infrastructure and the inevitable civilian casualties." Sanchez reported, "All

President George Bush ordered the Marines into Fallujah. He was quoted as saying, “We know it’s going to be ugly, but we are committed.” Four days after the assault began, he ordered a halt. *Department of Defense*

Secretary of Defense Rumsfeld ordered the Marine attack on Fallujah despite Lieutenant General Conway’s recommendation against it. Some in the Pentagon hierarchy felt that Rumsfeld did not inform President Bush of the Marine opposition. *Department of Defense* heads around the table [National Security Council] nodded affirmatively." According to George Packer in *The Assassins' Gate: America in Iraq*, "President Bush declared, 'I want heads to roll.'" Sanchez directed I MEF to take action; the die was cast. Bing West reported that Sanchez told his staff to write an order for the Marines to attack, "and I don't mean any fucking knock-before-search, touchy-feely stuff."

Sanchez immediately called Conway. "Jim, the decision has been made to execute Vigilant Resolve," he said. "We communicated your concerns to the President, but we are launching the offensive anyway." The decision did not allow enough time for the evacuation of civilians, gathering of intelligence, or constructing an effective public relations campaign to counter the expected media fallout from attacking a Sunni city. Conway objected strongly to Sanchez's directive and called Abizaid to register his opposition. "[Abizaid] told him it came from high up," Thomas E. Ricks wrote in *Fiasco: The American Military Adventure in Iraq*, "either Rumsfeld or the White House." Conway demurred; he had done all he could. "We follow orders," he told correspondents. "We had our say, and we understood the rationale, and we saluted smartly." The initial warning order, "Combat Operations to Re-establish Freedom of Maneuver in Fallujah" (CJTF-7 FragOrder 555), was received by I MEF on April 1.

Change of Plans

Jim Mattis was livid. The order to attack Fallujah was, in his view, irresponsible. "This is what the enemy wants," he stated emphatically. Joe Dunford chimed in. "The best we can hope for in Fallujah is not to lose. Not to have an emotional jihad uprising because of something we do or to let it fester as an insurgent base," he asserted. And then he prophesied, "Americans will never be welcome there." Sending in a limited force into a city of 250,000 people was ludicrous, Mattis thought. It would not only create insurgents and negate all the division's careful civil-military relations planning, but it would not guarantee the apprehension of the perpetrators. He felt, with time, the division could apprehend or kill them by using special forces or SEAL teams because Iraqi informants inside the city had already supplied the division with the photographs, names, and addresses of the killers.

Mattis's carefully thought out plan encompassed building goodwill in the surrounding villages, concentrating on quality-of-life issues. He felt that word of these projects would spread to Fallujah and start the inhabitants thinking, "Why are they receiving help and we aren't?" and result in separating the insurgents from those who wanted a better life. The various aspects of his plan were all part of a strategy to show the Iraqis that the Marines were friends, able

Before attacking the city, I Marine Expeditionary Force established twelve checkpoints around the city. Here, Marines place concertina wire across the road and direct traffic into a holding area. *Department of Defense*

to make life better, while supporting insurgents would only make things worse. Unfortunately, the Blackwater killings threw his plans into a cocked hat.

The I MEF order directed the division to set up twelve checkpoints around the city. Seven inner cordons were to be manned by two Iraqi Army battalions, local Iraqi Civil Defense Corps (ICDC), and police. Five outer cordons would be manned by two Marine battalions: 2/1 under Lieutenant Colonel Olson; and 1st Battalion, 5th Marines (1/5), commanded by Lt. Col. Brennan T. Byrne. The concentration of two battalions to invest the city was problematic. "We had to thin our forces in the west," Clarke Lethin explained, "and turn over part of our southeastern sector [to the army] to concentrate our forces on Fallujah." The plan to use the Iraqi Army battalions "was a flat-out failure," Sanchez admitted. Their convoy was hit leaving the compound. They turned around and refused to continue. Captain Michael P. Del Palazzo, an advisor with the 1st Battalion, Iraqi Intervention Force (IIF), was also concerned. "The pandemonium started when they [2nd Battalion, IIF] were told they were going to Fallujah," Del Palazzo reported. "Right off the bat, a shit load of 'em went UA [AWOL]. The rest loaded up on trucks, got ambushed, and started taking casualties. The lead driver abandoned his truck and ran like a bitch, causing a bottleneck in the kill zone. None of the Iraqis, for the most part, fought."

The primary purpose of using the ICDC and police was to put an "Iraqi face on the operation," retired Lt. Col. Bill Cowan, a Fox News military analyst explained. "The more we put our U.S. face on things out there . . . the more we're going to be victims of retribution." The desertion of the Iraqis caused Mattis to write that "experience has indicated that all Iraqi civil security organizations—police, ICDC and border force—are riddled with corruption, a lack of will, and are widely infiltrated by anti-coalition agents . . . they are untrustworthy and in many cases working against us . . . their treachery has certainly cost us killed and wounded." Mattis was upset that their training amounted to little more than a "jobs program." He went on to write, "We are only now asking them to man their posts, to step up and be counted, and it would seem many are either voting with their feet—or their allegiance."

In the city, most of the Iraqi Civil Defense Corps and police (except for the 36th Iraqi Commando Battalion, most of whom were Kurds) abandoned the fight and went home, leaving the two Marine battalions unsupported as they moved into position on the southeastern and northwestern sectors of the city. Despite the lack of an Iraqi face, the two Marine battalions proceeded with cordoning off the city. Second Battalion's Maj. Brandon McGowan explained, "The decision was made that Fallujah needed to be isolated. [We] literally formed a cordon around the city . . . an anti-vehicle berm about twelve feet high at the highest places." Lieutenant James Vanzant said, "The city is surrounded. It's an extended operation. We want to make a very precise approach to this . . . we are looking for the bad guys in town." After setting up the cordon, warnings were broadcast on loud speakers for the residents to stay inside. At the same time, Iraqi police dropped off leaflets in Arabic at the mosques, announcing a daily 1900 to 0600 curfew. It also ordered residents not to congregate in groups or carry weapons. Finally, instructions were given to the people that if U.S. forces entered their homes, they should gather in one room, and if they want to talk to the troops, raise their hands up.

Correspondent Ahmad Mansur from Al Jazeera was already on the scene. He immediately reported the buildup of troops. "Fallujah's main and minor entry points are totally closed," he said. "U.S. forces are not allowing anyone in or out. They have orders to seal off the city for two or three days." He complained, "We were prevented from videotaping the area." In a live broadcast he said, "A car carrying a corpse was still smoldering outside a private hospital. Its owner was driving to the hospital in the early hours when he came under U.S fire." He also reported that the "only hospital in Fallujah was hit by U.S. tank and missile fire overnight." Al Jazeera broadcast a steady stream of anti-American reports that were seen and read throughout the Arab world . . . and did much to destroy American credibility. "Door-to-door operations may be launched at any moment, in an attempt to capture those who killed the contractors last week," Mansur reported.

Lieutenant Colonel Brennan Byrne disagreed. "This is not about retribution," he said. "This is not a vendetta. This is about making the city livable so people don't have to live in fear of the thugs who have taken over the city. This city has long been a haven for smugglers and bandits, a dumping ground for foreign fighters and bad guys. No one ever took the time to clean it out properly." Captain Edward Sullivan echoed Byrne's comments: "The local officials are trying, but the thugs run the city. This isn't backlash, but at some point you say, enough is enough."

Iraqi Resistance Report

"US aggressor troops have been massing outside the city in apparent preparation for an assault, which is likely to be mounted in the next 48 hours. Every house in the city expects to be raided and residents are barricading themselves and digging ditches in anticipation of zero hour."

Chapter 7

Operation Vigilant Resolve

There are some assholes in the world that just need to be shot.
–Maj. Gen. James N. Mattis

On April 3, Mattis received orders titled "Operation Vigilant Resolve" (CJTF-7 FragOrder 569), aimed at denying insurgent sanctuary in Fallujah and arresting those responsible for the Blackwater assassinations. "U.S. troops will go in," Brig. Gen. Mark Kimmitt promised. "It's going to be deliberate, it will be precise, and it will be overwhelming." However, an insurgent bragged, "Fallujah is where we fight the invader. We are moving [resources] into the city for the fight. We will make it the graveyard of America!"

Mattis directed Col. John Toolan's 1st Marines to be prepared to launch a four-phase operation:

> Phase I: Commencing at 0100 on 5 April, RCT-1 will tightly cordon the city using two battalions to establish blocking positions and traffic control points on all motorized avenues of approach . . . only food and medical supplies will be allowed in. Raids will be conducted against regimental high value targets. "The killers of the four Americans are specially targeted to be captured or killed," according to 1st Lt. Eric Knapp. Improvised explosive devices (IED) were targeted for pre-attack detonation by electronic warfare devices.
>
> Phase II: Commence information operations (IO) to counter anti-coalition propaganda by developing an integrated and aggressive campaign that promotes Iraqi confidence in our forces and establishes an effective means of dissemination.

> Phase III and IV: Commence operations to seize hostile sectors of the city, integrating and eventually turning the area over to Iraqi security forces.

After publishing the order, Mattis carefully explained his concept of operations. "Over the next forty-eight hours two battalions of Marines [will] occupy battle positions around Fallujah . . . these positions will no doubt become magnets for attack. My intent is to enter the city from two directions . . . which will put us in position to exploit [our] operation. From a moral, ethical, legal, and military perspective, we will fight smart: we do not have to be loved at the end of the day, this is a goal that is no longer achievable in Fallujah, but we must avoid turning more young men into terrorists. We will avoid . . . the thoughtless application of excessive force . . . we will apply precise raids and firepower to kill the enemy . . . our actions must insure that we win the information operations battle."

A few hours before the attack was scheduled, Sanchez radioed Mattis that he wanted to meet him. "My Humvee drove up the narrow road leading into the cemetery," Sanchez recalled, "until we reached a small structure . . . only one room . . . no doors, no windows, and it had no roof . . . just a shell of a structure." It was typical Mattis: well forward, no trappings, simply a convenient location to talk with his "lads" before the blooding. Sanchez remembered, "As I walked

Lieutenant General Ricardo Sanchez, Joint Task Force 7 (JTF 7), commander of all forces in Iraq, met with Mattis in a half-demolished house hours before the attack. He reviewed the attack plan and wished them good luck. *Department of Defense* in, I was greeted by Major General James N. Mattis . . . [and] the regimental commander, the battalion commander, several staff officers, and a couple of Marines." Mortar explosions on the outskirts of the cemetery accompanied their discussion. After reviewing the attack concept, Sanchez said, "This is a terrific plan. Is there anything else you need in the way of supplies, support, or troops?" He reported that Mattis replied, "Thank you, sir, but we have sufficient forces to accomplish the mission. It's going to be a tough fight, but we'll be okay, and I believe we have everything we need."

In the early morning hours of April 5, Toolan ordered his men into the attack positions. He told them "to walk from one side of the city to the other . . . and kill all terrorists on sight." Olson's 2nd Battalion (Gun Smoke) moved from the vicinity of the cloverleaf to a position northwest of the Jolan District. Byrne's 1st Battalion, 5th Marines (War Hammer) took position adjacent to the city's industrial area. The mission of the two battalions was to press forward, pinching the enemy between them. To support the regiment's attack, Mattis ordered the 1st Reconnaissance Battalion to sweep the area north and east of the city to prevent insurgents from firing mortars and rockets into the attacking battalions. Delta Company, 1st Reconnaissance Battalion, covered Highway E1, the main artery in use to the west.

Iraqi Resistance Report

"A number of Iraqis fell as martyrs and wounded and a number of homes were destroyed. The bombardment has targeted every part of the besieged city . . . and has been so intense that one can see buildings during the night in the light of explosions. Residents fear that they might become victims of the indiscriminate shelling."

April 5–6

1st Battalion, 5th Marines

Prior to moving into the attack positions, Byrne held a last meeting with his company commanders and key staff. His operations officer, Maj. Peter Farnum, started the briefing by reiterating the obvious: "Fallujah has festered to the point where dealing with it represents a pivot opportunity to improve the atmosphere in the entire area of operations (AO)." Head nods among the grim-faced men signified they fully understood Farnum's conclusion; insurgent attacks had convinced them all that something had to be done. Farnum went on to detail the overall plan of attack and then wrapped up his portion of the brief. All eyes focused on the battalion commander as he took center stage. Speaking forcefully

Riflemen return fire after receiving several rounds of sniper fire from the buildings on the left. The stance of the men indicates that the fire was not too close, or they would be taking cover. *Defenseimagery.mil 040605-M-4419R-058*

and intensely, Byrne repeated Mattis's combat guidance. "The commanding general has changed the operations order from 'capture or kill' the enemy to 'kill or capture.' He wants the emphasis on 'kill.'"

Byrne's words struck home when he gave his own personal take on the mission. "Gents, let me tell you what this is really all about," he said bluntly. "It's about killing shitheads!" There was a chorus of OOH RAHs from the charged-up leaders. He went on, "You'll be facing interesting folk, guys who fought in Grozny [Chechnya], in Afghanistan, guys who aren't all that interested in giving up. I made everyone grow mustaches for the sake of cultural sensitivity when we left Kuwait. Now I want you all to shave them off. We're going on the offensive."

Bravo Company, commanded by Capt. Jason Smith; Alpha Company, under Capt. Philip Treglia; and Byrne's Alpha command group moved into their desert assembly areas southeast of the city early in the morning of April 5. The *Atlantic Monthly*'s Robert D. Kaplan described the scene: "The weather had turned cold and windy. The dust of the desert looked like snow in the moonlight. In under an hour the 'Renegades,' the platoon that served as Byrne's personal security detachment (PSD), arrived at a point in the desert half a mile outside Fallujah. Here a communications team set up a temporary command post for Byrne. Fallujah was a line of twinkling yellow and bluish lights, from which the sound of small-arms fire and RPGs could intermittently be heard: Charlie Company, commanded by Captain Wilbert Dickens, had already made contact with the enemy at a highway cloverleaf outside the city to the east." Dickens reported, "As soon as we crossed the line, there was a huge change in tone in the people. It gave us an uneasy feeling."

Dickens's company had become heavily engaged with insurgents firing from a row of buildings, just as John Toolan arrived in an up-armored Humvee. Several insurgents waited in ambush, not realizing they were under observation. Captain Chris Graham described what happened next: "As I spoke into my radio to the gunship overhead, 'Soucy,' our congenial sniper, who looked young enough to be at home in study hall, released his first shot. A terrorist in the middle of firing a burst fell lifelessly behind a wall." Graham called in the gunship, which unleashed a stream of cannon fire on the enemy position. "Soucy cycled the bolt on his rifle and cracked off a second shot. A terrorist fell clutching his side." The remaining terrorists attempted to flee in a battered white pickup. The gunship fired and the truck burst into flames. Graham whispered to his radioman, "Just another day at the office."

An air strike was called in on the others, and when the dust settled from the AH-1 Cobra attack helicopter's missile, the matter had been settled. Dickens described the opposition: "Many enemy fighters wore black clothing and had scarves wrapped around their faces. Some are young guys, the equivalent of dope peddlers, who do this for money. Others are holy warriors willing to die for a cause. The die-hard [suicide fighters] just stand up in the open, fire from the hip, and stay there until they kill or are killed." The company's 2nd Platoon discovered the first of hundreds of weapons caches, containing an RPG launcher, rockets, grenades, AK-47 rifles, and ammunition. The action was a little payback for the previous day, when the 3rd Platoon had four Marines killed in action while on a patrol south of Abu Ghurayb Prison.

H-hour approached, and Byrne gave the word to move out. Smith's Bravo Company advanced with fixed bayonets, a psychological ploy to show the insurgents they meant business. Kaplan wrote that a high-ranking Marine officer told him, "Folks here have been conditioned to seeing [the] U.S. Army patrol the main roads in large vehicles. We aim to dismount and enter on foot with bayonets." Corporal Ronnie Garcia was a squad leader in the lead platoon. "Shortly after midnight, the battalion was ordered to push into the city," he related, "but we immediately came under heavy rocket, mortar, and small-arms fire." Another Marine commented, "As soon as we pulled up, they started shooting at us. There were mortars, rockets, and bullets flying everywhere . . . it seemed like everyone in the city who had a gun was out there." Despite the heavy fire, the two units advanced through debris-laden streets, past abandoned industrial buildings to seize battalion objective two, an old soda factory.

The factory, a sprawling collection of one-story buildings, was taken without a shot fired. In the process, several men were rounded up, including

A Marine cautiously searches the area from the protection of a wall. He is armed with a SAW, squad automatic weapon. *Defenseimagery.mil 040605-M-4419R-073*

a number of Sudanese nationals. They were quickly searched, flexicuffed, and evacuated to a temporary prisoner of war compound. Byrne, with his command group, arrived and set up headquarters, while the two rifle companies pushed ahead to Phase Line Orange, their limit of advance. "Against a surrealistic urban landscape of howling stray dogs and the sand-encrusted remains of rusty automobiles and cement mixers," Kaplan wrote, "Marines in their desert camis crouched motionless at every intersection, like so many gray boulders, peering through NVGs (night vision goggles), their rifles covering their designated fields of fire." By sunrise they were firmly established in defensive positions, using the solidly constructed buildings as strong points. Observers and snipers scrambled

A radio operator gestures to the men behind him while the Marine in front talks on a hand-held radio. The radio operator is armed with a 5.56mm M16A2 rifle fitted with an M203 40mm grenade launcher. *Defenseimagery.mil 040605-M-4419R-070*

to roof-top vantage points to call in supporting arms and to kill those insurgents foolish enough to expose themselves.

With full daylight, insurgent fire increased, much of which emanated from the vicinity of a large mosque. Bravo Company returned fire but refrained from damaging it. Rajiv Chandrasekaran of the *Washington Post* reported, "I was with a Marine battalion in the city. I was just blown away by how a bunch of young eighteen, nineteen and twenty-year-old kids . . . came together and exhibited what I felt to be great discipline . . . I was really impressed by their ability to exercise restraint, to have such a disciplined chain of command." Late in the morning, Alpha Company sent out two patrols, which were immediately engaged by small-arms fire, machine guns, and RPGs. One Marine was wounded in the shoulder and evacuated but returned to duty three days later.

Captain Christopher Chown, a forward air controller (FAC), called in Cobras to hit the insurgent positions, but they had to abort the mission after two of them were hit by small-arms fire. "It's tough. These guys are determined," he explained. "One on one they can't stand up to the U.S. military force so they are using all the cover available to them. The fighting went on all day but tapered off after dark, except for the occasional RPG or mortar. One guy can basically hold down a whole squad. He shoots from one window and pops up in another. They are fierce and very determined but they can't shoot straight. They are basically spraying and praying."

Iraqi Resistance Report

"The first attempt was to penetrate the eastern and southeastern approaches to the city but fierce resistance fire drove the invaders back."

2nd Battalion, 1st Marines

Early in the morning of April 5, Gregg Olson's battalion left Camp Fallujah for its attack position north of the city. Shawn Polvin's Humvee was in one of the first serials. "We were moving blacked out, all lights off, using our night vision goggles. Everything appeared green." Hundreds of vehicles followed in the darkness—tanks, amtracs, Humvees—according to a carefully developed schedule. Suddenly, Polvin's vehicle abruptly stopped. "The front end lifted off the ground," he recalled. "My knees slammed into the dash board and the gunner was thrown into the TOW system. We had driven into a concrete barrier because the NVGs had caused the driver to lose his depth perception." Fortunately, no one was seriously hurt, and they quickly backed off and proceeded up Route Mobile (one of the two main roads through the region) to a point on the northernmost edge of the city. "We turned on a dirt road leading west parallel to the railroad tracks," Polvin explained. "Up ahead I saw a wall of lights, which turned out to be several seven or eight story apartment buildings. They looked like inner city low income housing." The buildings were the battalion's first objective. They were to be Olson's command post.

The apartment complex was located above the Jolan District. The upper stories provided excellent observation for Olson's command group. The location also served as a good jump-off position for the assault. It was taken without a shot being fired. Its isolated location, several hundred meters outside the city, made it an undesirable location for the insurgents. The few remaining occupants of the complex—most had fled—were ordered to leave by soldiers of the Iraqi 36th Commando Battalion, composed mostly of Kurdish *pesh merga* (those who face death). Each family was given $200 to relocate and provided safe escort out of the area.

In the darkness, Echo Company gathered around a Humvee to get the word from their company commander. Shawn Polvin watched as Doug Zembiec made his way through the ranks and climbed onto the vehicle. Headlights illuminated him with his Kevlar helmet, bulky body armor, weapons: the embodiment of a warrior. "The captain launched into an emotionally charged pep talk, filled with expletives and gestures," Shawn Polvin remembered. "He 'fired up' his men, [and] I could feel the emotion. When he wound up the oration, the company erupted with a huge 'OOH RAH!!'" Echo Company was as ready as it was going to be.

Engineers from the 1st Combat Engineer Battalion led the way forward, across the railroad tracks toward the first row of houses. The 2nd Platoon from Kyle Stoddard's Fox Company provided them support as they searched for hidden explosives. Everything around them appeared a ghostly green in the lens of their night vision goggles. Suddenly, flashes erupted from the city, and the telltale crack of small arms lashed the air. A larger flash announced the launch of an RPG; more rockets followed. Over the crack of return fire, a cry was heard, "We've got a man down!" An engineer, Cpl. Tyler R. Fey, had been struck by an RPG and killed instantly. His remains were carried back to the rear and placed in a Humvee.

Echo Company's Cpl. Howard Lee Hampton Jr. remembered, "Going into the city in an AAV [amphibious assault vehicle] and hearing the bullets hit off the sides. When the ramp dropped, I thought about the scene in *Saving Private Ryan* when they were coming up on the beach and that guy got hit in the head before he ever got to the beach." The men piled out of the vehicle and spread out, taking positions to return fire. Hampton said, "Once we got into the city, we had hundreds and hundreds of people trying to kill us." Several reporters arrived in another amtrac. "The AAV had just stopped to let the media off when the first Ak-47 rounds flew overhead," 1st Sgt. William Skiles recalled. "Then came the RPGs. There weren't a whole lot of stories filed that day because the reporters were face down in the dirt."

These large buildings had to be cleared room by room by Marines who never knew when an insurgent might be lurking behind the entrance door. The upper stories provided excellent observation for unit leaders and for snipers. *Department of Defense*

A night photo as seen through night vision goggles (NVG). Even though the image is a shade of green, it gave American troops a great advantage over the insurgents who did not possess them. *Defenseimagery.mil 04113-A-1067B-033*

Shawn Polvin's CAAT section was assigned a position west of the train station, near the Euphrates River, to provide support for the attack. "One of the grunts scrambled up the embankment and ran into barbed wire, which gashed his face pretty badly," he recounted. "The guy needed stitches . . . a huge wad of gauze was taped to his face . . . so I volunteered to use my vehicle to take him back to the rear." Polvin took the injured man to the evacuation point. "As I reported to the first sergeant, I glanced in the back of his Humvee," Polvin related. "A Marine was lying there, who I thought was asleep because everyone crapped out when they had the chance. The first sergeant told me to load the injured man in the Humvee. When I got close I could see that it was a body without a head. That's the first time I saw a dead Marine and I remember thinking, this is serious business."

Iraqi Resistance Report

"Violent battles rage in the Jolan neighborhood. Some US infantry units had entered certain parts of the city."

Political Situation

Kick Ass!
–President George W. Bush

On the afternoon of the seventh, Sanchez briefed the president and the National Security Council on the attack's progress via video teleconference. Bremer reported that the Iraqi Governing Council was standing firm, but the Grand Ayatollah Ali al-Sistani was skeptical. Sanchez reported that Secretary of State Colin Powell spoke up: "We've got to smash somebody's ass quickly. There has to be a total victory somewhere. We must have a brute demonstration of power." The president chimed in, according to Sanchez. "Kick ass!" Bush emphasized. "If somebody tries to stop the march of democracy, we will seek them out and kill them! We must be tougher than hell! . . . Our will is being tested, but we are resolute . . . Stay strong! Stay the course! Kill them! Be confident! Prevail! We are going to wipe them out! We are not blinking!"

April 7–13

1st Battalion, 5th Marines

On the morning of the seventh, 1/5 continued the attack. Alpha Company minus one platoon, 2nd Platoon, Weapons Platoon, and a reinforced squad from the 3rd Platoon, and Bravo Company pushed west toward Phase Line Violet, the main north-south artery. They were immediately taken under fire, which lasted much of the day. One large group of enemy fighters was spotted at the Abdel-Aziz al-Samarri Mosque just as Mattis, Conway, and the visiting Commandant of the Marine Corps, Gen. Michael Hagee, drove up. The Commandant wanted to see his Marines in action, and the two combat leaders were happy to oblige him. Bing West described the scene: "After pulling over at an intersection, standing near General Hagee, Mattis watched as one insurgent group after another fired a few AK rounds and then ducked into the Al Kubaysi Mosque. Exasperated, he turned to Major Farnum and said, 'If those assholes keep it up, put a TOW [antitank missile] through the front door." After observing for several minutes, the three general officers left the area to resume their tour.

The insurgents continued to fire from inside the mosque's courtyard. In accordance with Mattis's guidance, the forward air controller called for air support. In Byrne's opinion, "the place was no longer a house of worship; this was a military target." First in was a Cobra gunship, which fired a Hellfire missile, and then for good measure, an F-16 dropped a 500-pound laser-guided bomb, destroying the wall. Tom Perry, an embedded journalist, reported, "One particular mosque had thirty to forty insurgents in it . . . and fired at the

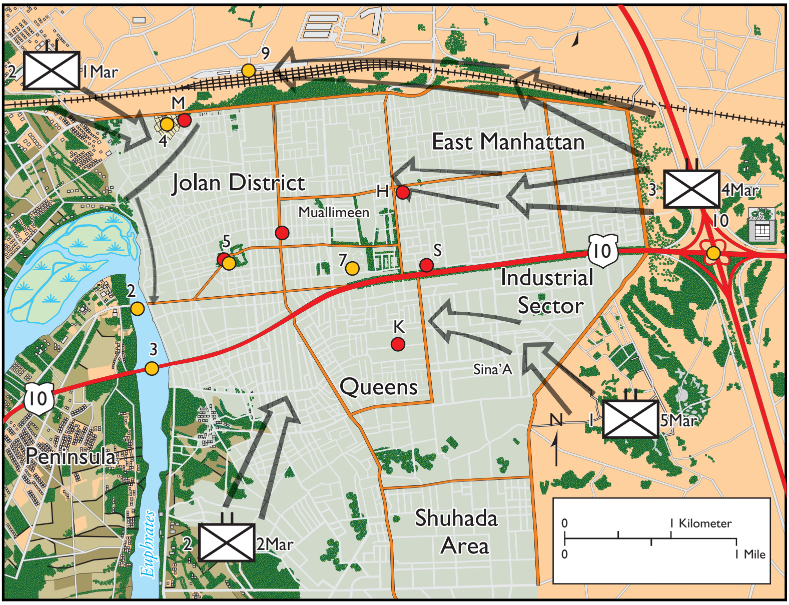
Civilian trucks ran the same risks as military convoys, because the ubiquitous IED did not discriminate between the two. *Department of Defense*

Marines, wounding five. There were ambulances that drove up and the Marines let them come in to take the insurgent wounded away. But instead, people with RPGs jumped out and started firing. Ultimately air power was called in, which put a huge hole in the plaza outside the mosque . . . and the shooting stopped. But when the Marines examined the mosque . . . they found no bodies, nor did they find the kind of blood and guts one would presume in people who had died." Byrne was disappointed. "When we hit that building I thought we had killed all the bad guys," Byrne said, "but when we went in they didn't find any bad guys."

The Arab media exploited the bombing. Al Jazeera was particularly strident, claiming that as many as forty Iraqis were killed in the attack and, "more than 200 men, women and children have been injured in the past 24 hours." A hospital spokesman reported, "The U.S. bombing led to the martyrdom of entire families. The occupation forces have blocked the road to the hospital . . . which prevented the delivery of blood and oxygen and the transportation of the wounded." Coalition Provisional Authority spokesman, Gen. Mark Kimmitt, tried to counter the disinformation and the growing international outrage. "It [a mosque] has a special status under the Geneva Convention that it can't be attacked . . . but when you start using a religious location for military purposes, it loses its protected status." His explanation had little effect in the court of public opinion, where perception matters more than reality. The battle was taking on highly charged political overtones.

As the Marines of Alpha Company retired from the mosque, they came under increasingly heavy fire, which pinned them down. The insurgents ran in

First Battle of Fallujah
Operation Vigilant Resolve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2Mar
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1 Kilometer
0
1 Mile

▭ Road/City Street
🟧 Major City Street
🟥 Highway

● Mosques (not all inclusive)
H= Hydra (Hadrah) Mosque
K= Kubaysi Mosque
M= Ma'ahidy Mosque
S= Al Samari Mosque

U.S. Marine Units

☒ Infantry Battalion

● Landmarks
2 North (Brooklyn) Bridge
3 South (New) Bridge
4 Jolan Cemetery
5 Jolan Park
7 Government Center/ Mayor's Complex
9 Train Station

4 April - 10 May 2004

RCT-1 Operations

- 4-10 April Bn 2/1 Mar and Bn 1/5 Mar initiate attack. Bn 2/1 Mar secures NW corner of Jolan District and bridges, while Bn 1/5 Mar secures Industrial Area. Plan was to continue attack and bag insurgents between the two battalions. But resistance is strong and reinforcements called for.
- 10-11 April Bn 3/4 Mar reinforces operation, secures East Manhattan and Train Station.
- 24-28 April Bn 2/2 Mar reinforces operation, occupies section of Queens and links up with Bn 1/5 Mar.
- 9-10 May Iraqi Fallujah Brigade relieves RLT-1 and Marine units withdraw from city

Lieutenant Colonel Bryan P. McCoy, 3rd Battalion, 4th Marines, received orders to join Regimental Combat Team 1 on April 8. The battalion packed up and reached Fallujah in the afternoon of the next day after an all-night road march. *Bing West*

packs of four or five, appearing out of alleys and on roof tops, spraying bullets and shooting RPGs. Lance Corporal Michael B. Wafford climbed up on a rooftop and took the enemy under fire, enabling the Marines to withdraw. “During the fight Lance Corporal Wafford was mortally wounded by enemy fire,” the company historical report noted. “His personal actions saved countless lives.” Another Marine was wounded in the leg and was evacuated after the company returned to its defensive position. Bravo Company also withdrew and consolidated along Phase Line Violet, north of Alpha Company. Byrne’s men now controlled about 1,500 meters of Highway 10, west of the cloverleaf.

About 0800 on the eighth, Charlie Company was surprised to see a long column of civilian vehicles approach their roadblock. The Iraqi Red Crescent had received permission from the Coalition Provisional Authority to bring relief supplies to the besieged city. The Sunni leaders of the expedition appeared on Al Jazeera. “We want to express solidarity with our brothers who are being bombed by warplanes and tanks. It is a form of jihad which can also come in the form of demonstrations, donations, and fighting.” They were stopped and turned around after Toolan called the U.S. colonel responsible for the debacle and told him in no uncertain terms to stick to administration; the Marines would handle the warfighting.

Throughout much of April 8, Bravo Company received intermittent fire from snipers hidden in abandoned buildings west of the phase line. One of them was located, and Lt. Christopher D. Ayers's 2nd Platoon was given the task of eliminating the sniper, while the 3rd Platoon and elements of Weapons Platoon supported him. As Ayers led his men forward, he edged around the corner of a building and ran head-on into the man they were hunting. "We both emptied a magazine, but didn't hit each other," he exclaimed. The rounds were so close that Ayers was nicked in the face by brick fragments. The sniper ducked into a house across a nearby open field. Ayers radioed for help, which came in the form of Lt. Joshua Palmer, an additional squad, and two tanks. As Ayers surveyed the situation, a shot rang out. Close at his side, Staff Sgt. William Harrell fell mortally wounded, with a bullet through the neck; moments later, another Marine was shot in the inner thigh. The situation was deteriorating.

As Ayers coordinated a medevac, Palmer and several Marines assaulted the sniper's lair. Grenade explosions in the house announced the closeness of the fight. Palmer moved to clear the kitchen. A shot rang out, and he fell to the floor, shot through the side, mortally wounding him. Return fire hit the sniper in the head, killing him instantly. "When they were searching the dead guy," Ayers recounted, "they pulled up his shirt and found a pull cord attached to a white canvas suicide vest packed with blocks of C-4 explosives. Thank God a Marine dropped the sniper dead in his tracks; otherwise he'd have gone out in a blaze of glory and taken a lot of Marines with him." While Palmer's body was taken out, the rest of the house was cleared. Two men carrying hand grenades were taken prisoner, along with two women and five children. Ayers did not want anyone to touch the explosives-laden body. He cautioned his men to take cover and rolled a hand grenade toward the remains. "I didn't want another insurgent taking off the vest…and using it against other Marines." The resulting explosion set off the C-4, which shattered every window in the house and blew a three-foot-long trench in the concrete floor.

3rd Battalion, 4th Marines

Lieutenant Colonel Bryan P. McCoy's 3rd Battalion, 4th Marines, was located at Haditha, conducting SASO operations, when they received word to pack up and join RCT-1 at Fallujah. "We got the call on the eighth of April," McCoy recalled. "We loaded up and took off. We spent the night driving down there." McCoy was not surprised by the orders. "In many ways," he said, "this was the fight we expected last year." By noon on the ninth, the battalion had taken up a position in the northeast corner of the city. "The Iraqis called this section of the city 'the plague,'" McCoy said. "You didn't want to go there." His battalion was ordered to launch an attack toward the southwest.

Chapter 8

Political Expediency

If you're going to take Vienna, take fucking Vienna!
–Maj. Gen. James Mattis

Mattis, on one of his daily missions to "keep his fingers on the tactical pulse," caught up with Toolan at his command post. He wanted to get the latest estimate of the situation from his regimental commander. The two officers stood in front of a large photographic map of the city, where Toolan traced the general location of his battalions. He explained that his men were ready to roll up insurgents; all he needed was the go-ahead. Based on Toolan's appraisal, "close to seizing the final objectives," and his own personal observation, Mattis figured that the insurgents had between forty-eight to seventy-two hours before they were overwhelmed. Conway agreed. "We control thirty percent of the city," he estimated. "The ACF [anti-coalition forces] are short of ammunition. We have a battalion tearing up their ammo dumps in the industrial sector. This isn't the time to stop. We need just a few days to finish this. That's all—days."

However, news coverage of the battle had created a perfect firestorm of criticism. Al Jazeera and Al Arabiyah provided extensive coverage of the insurgents' version of the story. Fallujah became a symbol of resistance. Anti-American forces pointed to it as a glaring example of American heavy-handed military might. Coverage of the battle dominated international headlines. "Arab satellite news channels were crucial to building political pressure to halt military operations," an army intelligence analysis declared. The Arab media pounded home an "excessive force" theme, which became increasingly shrill as the fight continued. Al Jazeera claimed that U.S. forces were using cluster bombs against urban areas, causing large numbers of civilian casualties. The army analysis noted, "Al-Jazeera reporter, Ahmed Mansour, filmed scenes of dead babies . . . bespattered with blood; mothers were shown screaming and mourning." The media helped turn Fallujah into a rallying point for the entire Arab world.

Al Jazeera refuted the criticism. "We are not trying to incite anti-American emotions in the Arab streets," its editor claimed. "The Arabs already have what incites them."

The United States failed to understand the significance of the news media, while "the insurgents demonstrated a keen understanding of the value of information operations," the army report stated bluntly. "They fed disinformation to television networks, posted propaganda on the Internet to recruit volunteers and solicit financial donations, and spread rumors through the street." Sanchez agreed: "Al-Jazeera's television cameras and reporters showed up just at the right time to record major attacks against coalition forces . . . the intensity of the fighting, selective editing . . . consistently portrayed the side of the Sunnis [which] incited resistance against the coalition." A former brigadier general in the Iraqi military, Abu Mohammed, admitted, "The presence of Al-Jazeera exaggerated pictures and incited Iraqis to sympathize with Fallujah. Their correspondent's broadcasts were like a sports commentator, encouraging people to support one team against the other . . . and raised the spirits of the fighters."

Another failure according to the army report was that "Western reporters were not embedded in Marine units . . . allowing the insurgents greater control of information . . . Al Jazeera shaped the world's understanding of Fallujah." Unable to verify the situation on the ground, the Western media was dependent on Al Jazeera for information. The insurgents targeted any Westerner with an association with the coalition, which prevented journalists from independently verifying conditions on the ground. Eason Jordan of CNN reported that "in Fallujah there's been an effort to pool resources. In the past few weeks, we've had to batten down the hatches . . . because it's just too dangerous to leave the hotel." The major networks relied on Iraqi reporters who, according to Chief Warrant Officer Tim S. McWilliams, "were either in sympathy with the [insurgents] or feared them."

The Arab media reports were supplemented by nonaccredited "Westerners," who slipped into the city and reported from behind the lines. Their graphic portrayals of suffering added credibility to the insurgent claims. Australian Donna Mulhearn's report included a vivid description of being shot at by American snipers as she traveled in an ambulance to pick up casualties. Another, Rahul Mahajan, claimed he observed casualties with wounds that were probably caused by a cluster bomb. A doctor reported, "The number of martyrs is so far 54, many of whom are women and children. The U.S. bombing also led to the martyrdom of entire families." In an interview with an insurgent, Dahr Jamail reported in the *New Standard*, "The Americans are the terrorists. Their military has killed millions of people around the world. Is killing people like this accepted?"

Bremer's handpicked Iraqi Governing Council started to come unglued by the media frenzy. One loudly proclaimed to Al Arabiya, "It is not right to punish all the people of Fallujah. We consider these operations by the Americans unacceptable and illegal." Bremer attempted to stiffen them up, but several Sunni members either threatened to resign from the council or actually did so. One prominent Sunni demanded, "You must call for an immediate cease-fire in Fallujah" and insisted that a delegation from the Governing Council start negotiating with Fallujah's city leaders. To add to Bremer's problems, Lakhdar Brahimi, the U.N. special representative to Iraq, threatened to withdraw his mission. The two crises threatened to unhinge the June 30 deadline for installing an interim Iraqi government.

As Toolan's Marines moved against Fallujah, Bremer decided to confront the firebrand cleric Muqtada al-Sadr by closing his anti-American newspaper, *Hawza,* and arresting one of his top lieutenants. Sadr's Mahdi Army took to the streets, which led to an all-out battle, following the cleric's clarion call to "strike them [coalition forces] wherever you meet them." Bremer received an urgent phone call from Sanchez in the early morning on April 4. "All hell is breaking loose," he reported, "Sadr City, Najaf . . . Al-Kut, demonstrators flooding the streets." Within hours, fighting erupted in Karbala, Basra, and Nasiriyah, three of the most important cities in southern Iraq. United States commanders reported that coalition partners were folding: the Ukrainians abandoned a vital bridge, a Spanish mechanized force hunkered down in their compound rather than move against the insurgents, and the Bulgarians called for U.S. troops to save them. Finally, Iraqi police and soldiers abandoned the fight, rationalizing that "we did not sign up to fight Iraqis."

On the political front, "The Bush administration," according to Sanchez, "began to receive pressure from all sides—from the coalition nations, from the UN effort in Iraq, from the Iraqi Governing Council, from Bremer and the CPA, and, most important, from the American people and the Democrats in Congress," who were seeing images of the fighting on TV. With an eye on the calendar—the November presidential elections, and the transfer of sovereignty on June 30—the administration could not afford to let the Fallujah situation hurt their political agenda. "We have set a deadline of June 30," Bush declared. "It is important that we meet that deadline." Bremer was also feeling the heat and recommended "laying back a bit in Fallujah." The president agreed. Condoleezza Rice, national security adviser, said, "The president recognizes that we can't let either the Council or Iraq fall apart."

On the afternoon of April 8, Bremer met with Generals Abizaid and Sanchez in his office at the Republican Palace in the Green Zone. He spoke to Sanchez: "Ric, it's been decided that you've got to stop your offensive operations and withdraw from Fallujah immediately." Sanchez replied emphatically, "No, I can't do that . . . we are in contact with the enemy across the entire front. If we pull out under fire, it will be a strategic defeat for America . . . the first thing

Al-Jazeera will report is that the enemy caused the retreat . . . I won't do it!" A heated argument ensued, with a great deal of "shouting at each other." Abizaid chimed in: "I can assure you that the White House is going to stop the offensive whether we issue the orders or not." Sanchez backed down and proposed that "we unilaterally cease offensive operations until we can achieve the separation that will allow us to withdraw, but not under fire." Bremer and Abizaid agreed. Now the Marines would have to be told.

Sanchez called Conway on the secure voice radio and without any preamble announced, "Jim, we're going to cease offensive operations." Conway was dumbfounded. "What?" he exclaimed, "What the hell are we doing! We're right on the verge of breaking this thing wide open." Sanchez explained the situation. "Look, it's political and we really don't have a choice. The order will come down to you immediately, and you will have about eight to twelve hours to implement it. Do what you need to do until then." Conway understood all right: the politicians had gotten cold feet. "We were quite happy with the progress of the attack on the city," he said. "We thought we were sparing civilian lives everywhere and anywhere that availed itself to us. We thought we were going to be done in a few days. That's the Monday morning quarterbacking."

Mattis was next in the chain of command to be notified. Thomas E. Ricks in *Fiasco* wrote that "Mattis was furious. Thirty-nine Marines and U.S. soldiers had died—for what? 'If you're going to take Vienna, take fucking Vienna!' he snarled to General Abizaid, updating a famous comment made by Napoleon Bonaparte. Abizaid only nodded." Joe Dunford analyzed the insurgency as "an emotional uprising. Call it a jihad if you want. It's a spirit, a feeling. It's emotion-based, so it doesn't have staying power. We have to get after it and not let it grow." His assumption proved to be correct, but in the meantime, military practicality was trumped by political authority.

Mattis ordered Toolan to halt the attack. "He [Mattis] was very frustrated. It was hard for him to tell me. He didn't understand why we were being told to stop," Toolan recalled. "If you're not confused," Mattis said in an interview with Bing West on April 26, "then you don't know how complex the situation is." President Bush further compounded the confusion when he announced, "In Fallujah, Marines of Operation Vigilant Resolve are taking control of the city, block by block. Our offensive will continue in the weeks ahead." Clarke Lethin put the complicated situation in perspective: "Our job was not to be emotional. Our job was to put lipstick on that pig as best we could."

Toolan was left with carrying out the political decision at the tactical level. "As the commander of Regimental Combat Team One, it was difficult for me to explain to these Marines, soldiers and sailors that we're stopping; we're going to hold what we've got." His men had fought hard and taken many casualties. "It was a tough fight," Toolan explained. "We were relatively close to seizing the final

Colonel John Toolan (middle), an unknown civilian, and members of the Iraqi police force in Fallujah are at one of the interminable meetings that the Iraqis were so fond of. The police were either ineffectual or supported the insurgents. *Defenseimagery.mil 040615-M-0367H-010*

objectives . . . in the center of the city . . . [where] we would maintain security. When the order reached us to stop fighting, we were fairly deep into the city in the southeast and northwest." He told his men, "We're going to hold what we've got, and we're going to see if our higher headquarters can't work something out with the local authorities to re-establish some security inside the city and turn in the people who were responsible and all heavy weapons."

Captain Timothy Bairstow, a company commander in 2nd Battalion, 2nd Marine Regiment, was in an observation post overlooking Fallujah when he received the order to stop. "I can see the minarets in the distance. At this point we have the city cordoned off . . . we know where the enemy is . . . the mindset of the company is, 'let's go in and get some.'"

Iraqi Resistance Report

"Shortly after 0100 on Sunday, it was reported that the occupation forces and the people of al-Fallujah had agreed on a 12-hour cease fire starting on Sunday. Leaders of the tribes and religious communities will call on the Resistance fighters to observe the truce . . . the American aggressors, exhausted and frustrated after mounting a series of bloody attack[s] that have all been thrown back, agreed to a cease fire."

Bairstow gathered the company officers and staff to pass the word. "We are Marines," he emphasized. "We serve at the pleasure of the President and our leaders over us. We may not like some of the decisions that are made, but we're Marines and we'll do what we're fucking told." Bairstow allowed them to vent: "There was a whole series of expletives, talk about leadership and carrying out orders . . . and then I gave them the word. The company was completely shocked that we were pulling back!"

3rd Battalion, 4th Marines

The suspension of hostilities caught McCoy's battalion in the first row of buildings west of the cloverleaf, where it stayed for two days under rocket and mortar fire. On April 11, the battalion received approval to "strengthen" its position by clearing more of the city. In a day of hard fighting, the 3/4 reached the train station before being held up by the formal cease-fire. Three of its Marines were killed in action and several wounded.

1st Battalion, 5th Marines

Before dawn on April 13, Ayers's 2nd Platoon quietly occupied three houses west of Phase Line Violet's north-south axis. They traveled light and by afternoon needed a resupply of food, water, and ammunition. A Humvee loaded with supplies overshot their position and drove into an ambush. The vehicle managed to escape after its guards traded fire with ten to fifteen insurgents. They reported the incident. Two amphibious assault vehicles (AAVs) were sent to pick up Ayers and two squads in an attempt to trap the insurgents. "It worked great," Ayers exclaimed, adding, "We were mowing the enemy down!" However, one AAV was out of contact. "Third Squad was pushing farther west than we were," Lance Cpl. Abraham McCarver reported, "[and] soon they became engulfed in enemy fire. RPGs knocked out their radios and wounded a Marine." One sergeant exclaimed, "I've never seen so many RPGs. A lot of them were propped up against the walls with extra rounds." His AAV took three RPGs through the open troop-compartment hatches, which set the engine compartment on fire.

Ayers notified the company executive officer (XO) about losing radio contact with the missing AAV. "I told him I was going to push up and try to make visual contact. When we reached an open field and couldn't see the other trac, I got the XO on the horn again and told him I was going to push another two hundred meters . . . as soon as we started to move up, we came under fire." An RPG penetrated the AAV right below the commander's hatch, setting the vehicle on fire. A stream of liquid metal from the penetration tore into Ayers's leg. "When I looked down at my leg," he remembered, "I could see my [utilities] were blackened, but I couldn't feel my leg. It was numb instantly. The round blew off my hamstring." The insurgents fired another volley but missed. Staff Sergeant Ismael Sagredo, the platoon sergeant, said, "It felt like there were more than nine hundred insurgents trying to kill us. There was probably no more than two hundred to three hundred, because if there had been any more than that they could have overtaken us." Private First Class Aldo Hernandez saw it differently. "I was stunned. They swarmed over us like a bunch of ants!"

The driver of the AAV, Pfc. Matthew D. Puckett, managed to negotiate the narrow streets and turn the furiously burning vehicle back toward friendly lines. Heavy black smoke filled the troop compartment, choking the men inside. Another RPG hit the trac, killing Cpl. Kevin T. Kolm and knocking out the .50-caliber and 40mm heavy machine guns. McCarver was knocked to the deck unconscious, with face burns and partially deaf. He came to, climbed onto a bench, and fired four two-hundred-round drums of ammunition into the enemy. "I couldn't miss," he said. The heavily damaged AAV finally gave up the ghost about 150 meters from a house that offered protection. The men had to climb out a hatch because the ramp would not open. "When we stepped out I was relieved," McCarver recounted, "at least I wasn't going to burn to death."

Corporal Ronnie Garcia led the men to the building and used his body to break through the gate. "I was so pumped, I could have punched through a brick wall," he exclaimed. The men took up firing positions and did a quick head count: two were unaccounted for, Ayers and Kolm. McCarver volunteered to rescue the wounded officer. "Staff Sergeant Sagredo and I ran back to the burning trac and climbed up on top where we found the lieutenant crawling around," he said. "As we grabbed him and prepared to lower him over the side . . . we could hear the pings of rounds hitting the trac and the crack of rounds going over and around us." The two carried Ayers to the house and dragged him into an interior room, which offered more protection from the RPGs that were penetrating the walls of the house. "I was pretty much out of it," Ayers said laughingly, "but I remember them dragging me from room to room. I felt like they were trying to mop the floor with me." The squad's corpsman, Hospitalman 3rd Class Sergio Villegas, although wounded in the legs and with second-degree burns, refused medical attention until he treated Ayers.

Corporal Garcia attempted to retrieve Kolm's body. He sprinted through a hail of fire and tried to clear a path through the inside of the burning vehicle. Intense heat, flames, and exploding ammunition beat him back. "If I had stayed, there would have been two dead Marines in the trac," he said regretfully. The rest of the squad took up firing positions around the house and poured out a torrent of rounds at the attacking insurgents, who were getting closer and closer. Corporal Koreyan Calloway could hear them outside and could see their feet shadowed under the front gate. "I opened a window," he said, "because I heard voices and I thought it was an American. There was this guy in a headscarf with an AK-47 standing there looking at me, so I shot him." The attackers started lobbing grenades from neighboring rooftops and used the alleyways to get closer. "They were running across our line of fire like we weren't even shooting at them," Cpl. Jacob Palofax exclaimed. "It was just like a [shooting] range, [and] we were just shooting them down." At one point, a propane line was nicked and started spewing gas all over the floor, adding the threat of explosion.

The situation was desperate. Sagredo considered ordering his men to withdraw. "It was in my head," he said, "we just got to go. Whoever makes it back makes it back." Fortunately a radio worked and, according to his Silver Star citation, "Staff Sergeant Sagredo moved from position to position to establish radio contact with the quick reaction platoon, despite continuous rocket-propelled grenade and small arms fire. His perseverance was instrumental in gaining radio contact and directing the quick reaction force to his position." First Lieutenant Joshua I. Glover commanded the quick reaction force (QRF). He immediately saddled up his Weapons Company Marines and took off—two amtracs, four M1A1 Abrams tanks, six armored Humvees, and three medical vehicles—oriented toward a column of black smoke. As the convoy left, Captain Smith and 1st Sgt. Scott A. Vandeven jumped aboard one of the last vehicles.

The convoy fought its way toward the smoke. "We were shooting 360 degrees," Glover recalled. When the rescue force reached the smoke, they discovered it was not the right location and headed toward a second column of smoke. "When the convoy slowed due to increased enemy fire," Smith's Silver Star citation noted, "[he] dismounted his vehicle, raced on foot to the front of the column, and led the convoy to the platoon . . . disregarding his own personal safety and while exposed to enemy fire, Captain Smith returned fire and coordinated counter-attacks on enemy militia." The rescue force pushed forward, following Smith toward the smoke. "When we finally saw the Amtrac," Glover said, "it was a piece of burning metal. (It was later determined that it took at least nine RPG rounds.)" Smith looked for his men. "The houses almost all had walls around them, so I looked for one with an open gate. I saw a house on the south side with a gate open and a body in the gateway." He rushed through the gate shouting, "Marines, Marines, friendlies!"

The QRF arrived just in the nick of time. The besieged Marines were down to their last few rounds of ammunition. The insurgents seemed to sense the desperation of their victims and were pressing their advantage in numbers. At one point an ambulance pulled up and fifteen insurgents piled out firing automatic weapons and launching RPGs. The QRP's arrival and their heavy firepower foiled the insurgents and forced them to pull back. Smith quickly took charge of the combined force and established a defensive perimeter. He then directed the evacuation of the casualties and turned his attention to the amtrac and Kolm's remains. Because the body was still in the trac, Smith had the amtrac hooked up and dragged back to friendly lines under cover of the quick reaction force. The withdrawal was accomplished without further loss.

The 2nd Squad fought for six long hours, in an exposed, isolated position against hundreds of insurgents. The squad lost one Marine killed in action and eight wounded. Intelligence estimated that over a hundred insurgents were killed in the vicinity of the house, and more bodies lay sprawled in the streets and nearby alleys.

2nd Battalion, 1st Marines

On the twenty-sixth, Echo Company set out to search a mosque that was thought to contain insurgents. After clearing it, the company moved on. As they advanced deeper into the city, "the minaret that we had just cleared suddenly came alive with sniper fire," 1st Sgt. William Skiles said, "and, at the same time, we were hit with grenades, RPGs and automatic weapons fire from the adjoining houses." Several Marines took cover on a rooftop. In the first fifteen minutes of the attack, the enemy fired dozens of RPGs and thousands of machine gun rounds, and then assaulted to within twenty meters of their position. Sixteen of the men were wounded almost immediately. Lance Corporal Aaron C. Austin, according to the Silver Star citation, "rallied the few remaining members of his platoon and rushed to the critical rooftop defensive position. . . . as he prepared to throw a grenade, he was struck in the chest and mortally wounded but not until he threw the missile . . . halting the enemy's furious attack."

Lance Corporal Carlos Gomez-Perez also rushed to the rooftop position. "After enemy fire wounded one of his comrades," the Silver Star citation noted, "he courageously exposed himself to enemy fire to move the Marine to safety and was wounded in the right shoulder and cheek. Despite his injuries, he again exposed himself to enemy fire and continued to attack the enemy with grenades and firing his rifle with his injured arm . . . halting the determined enemy assault." Lance Corporal John Flores was positioned outside the house protecting the left flank when "I heard explosions and I remember a Marine scream. It was something I'll never forget, and I hope I never hear again." As the enemy surged forward, Flores took them under fire. He watched as "one of our corpsmen ran to the house, bullets hit right behind him against a wall. Everyone said Doc Duty [Petty Officer 3rd Class Jason Duty] was faster than bullets that day." Flores remained in position despite two wounds. "I was scared, but I just did it," he said self-deprecatingly.

An insurgent threw a hand grenade at Lance Cpl. Craig Bell. "It was a pineapple grenade with a cherry-red tip. I didn't even think they even made grenades like that anymore. It was something from a World War II movie." The explosion wounded Bell in the right side. "I thought, 'That's it!'" he said. "I thought about my wife and daughter and not doing anything stupid. But I was so angry that he had thrown a grenade at me that I didn't care. I was going to take someone out." Despite the wounds, Bell took his grenade launcher and "expertly placed high-explosive rounds through the windows of adjacent buildings," according to an award recommendation.

First Sergeant Skiles ignored the enemy fire to deliver ammunition and evacuate the wounded. "Never have I had so much blood around me," he said. His company commander, Captain Zembiec, told him "that it was too dangerous to take the vehicle into the fighting area." Skiles remarked after receiving the Bronze Star for the action, "This is the first time I've gotten a medal for disobeying an order." Captain Zembiec attempted to contact a tank by radio and, when he couldn't reach it, ran into the street through withering fire, climbed onto the tank, and directed the gunner where to shoot.

Iraqi Resistance Report

"In a narrow street an American patrol attempted to break into the city but suddenly found itself under a hail of intense Resistance fire. They tried to withdraw but were unsuccessful and had to call for help. Tanks and helicopters shelled the houses in the area, setting five on fire."

The battalion remained in the city until the end of the month. Extracts from the companies' Command Chronology noted intermittent contact:

- 15–30 April, Bravo Company, with the exception of a few inaccurate shots, received no enemy fire for almost two weeks before leaving the city and returning to Camp Abu Ghurayb.
- 15–30 April, Alpha Company conducted ambush patrols, check point operations and one raid on the southern outskirts of Fallujah. The company received small arms and mortar fire but there were no casualties.
- 15–30 April, Charlie Company experienced the most contact. The company FIST [fire-support team] coordinated fires from 81mm mortars and the battalion scout sniper team against the insurgents over a two week period. On 20 April, 3rd Platoon had its sixth firefight. The next day, insurgents attempted to re-enforce their positions using civilian vehicles. The company destroyed two automobiles, killing an estimated ten insurgents. On 24 and 27 April, the company engaged insurgent positions with 60mm and 81mm mortars, with unknown results.

Chapter 9

Aggressive Defense

Fallujah Brigade

In my opinion, that was hiring the inmates to run the asylum.
–Col. Clarke Lethin

Dan Senor rushed excitedly into Bremer's office and clicked on the satellite television. He quickly turned it to CNN. The two watched as an Iraqi major general in the full regalia of Saddam Hussein's Republican Guard stood in the midst of a chanting crowd. "What the hell is going on?" Bremer demanded. "The guy's name is General Jassim Mohammed Saleh," Senor responded, "and he's the guy the Marines chose to command what they're calling the 'Fallujah Brigade.'"

By the middle of April, it was obvious that I MEF was not going to be allowed to take the city. The fighting had become a public relations nightmare and, if continued, could severely damage the forthcoming handover of the country. Conway felt it was up to him to find a solution. In a routine briefing, two Central Intelligence Agency (CIA) liaison officers mentioned to him that several former Iraqi generals might be willing to help alleviate the standoff. Their information came from a reliable source, Muhammad al-Shawany, the newly installed Iraqi intelligence and security chief. "He [Shawany] felt like he knew who some of the quality soldiers were from this region," Conway recalled, "and he did bring these people forward." Shawany suggested Col. Muhammad Latif, a sixty-six-year-old former Iraqi officer and an opponent of Saddam Hussein, as the man to pull things together. Conway picked up on the idea and directed his staff to set up a meeting. At the get-together, Latif argued convincingly that the Fallujah situation could be resolved by military-to-military (Iraqi and U.S.) cooperation.

Conway was impressed with Latif's sincerity. "He is very well respected by the Iraqi general officers, [and] you can just see the body language between them," Conway recounted. "And if I had to guess at this point, when we have this brigade fully formed, he could become that brigade commander." Latif proposed a security force of ex-officers and ex-soldiers from Fallujah to take over the city from the Marines. At this point, it was Hobson's choice: continue the status quo or take a chance with the "Former Regime Elements," even though they were suspected of being involved in the resistance. "I would describe the Fallujah Brigade, for whatever success we did or didn't have," Brig. Gen. Joe Dunford remarked, "as one of the few options available to try and accomplish our ends in the city." Toolan, choosing his words carefully, said, "I've been saying all along that this was all about leadership, and finally we've got someone stepping up. It still remains a concern that not all the cells operating in the city are buying into their effort."

The plan was kicked upstairs. "I called General Abizaid first to get some support, because I anticipated Sanchez might balk at the idea," Conway recalled, "but that didn't happen. Instead of an argument, I got an okay from both of them to try the alternative." Bremer was not included in the discussion and when he found out angrily demanded, "What the hell is going on?" Conway insisted that "The plan was not conceived in a vacuum. Every step was coordinated with the right individuals from Baghdad to the Beltway." Bremer demurred. "This is an absolute disaster," he proclaimed. Sanchez and Abizaid responded with, "Okay, if somebody has a better idea, tell us what it is." The silence from the Coalition Provisional Authority was deafening. The closely guarded plan also caught the Pentagon off-guard. "It's confusing right now," a senior Pentagon official said. "There's a disconnect here and we can't figure it out." Larry DiRita, a Pentagon spokesman, admitted, "There is some uncertainty as to what exactly General Conway and the other commanders are working through." In Clarke Lethin's opinion, "that was hiring the inmates to run the asylum." Toolan's intelligence officer was of the same mind. "We're letting the muj off the canvas. They'll use Fallujah as a base to hit us."

Washington quickly grasped the idea like a drowning man with a straw. General Richard Myers, chairman of the Joint Chiefs of Staff, tried to put the best face on the plan. "You know," he said, "we want the Iraqis to do this work, and this is a microcosm of what we want to happen all over Iraq." In contrast, Ahmed Hashin, a professor at the Naval War College, noted, "This turn of events represented a political victory for the insurgents. The United States had backed down, and more importantly, had negotiated with the enemy. It also was a military victory: the insurgents had fought the Americans to a standstill." Noted military expert Ralph Peters wrote, "The Marines in Fallujah weren't beaten by the terrorists and insurgents, who were being eliminated effectively and accurately. They were beaten by Al Jazeera. By lies." A special forces soldier said it more succinctly: "The Iraqis realized that they could kick our ass!"

The plan, as agreed to, called for the formation of nine hundred to one thousand laid-off soldiers from Saddam Hussein's army, led by their former officers, including twenty-three generals. They were to be paid—$150 for sergeants, $250 for majors, $300 for colonels—in U.S. dollars and given light infantry weapons. General Myers outlined the mission of the Fallujah Brigade, as it came to be known: "Deal with the extremists, the foreign fighters, get rid of the heavy weapons and find the folks who perpetrated the Blackwater atrocities." Conway was more circumspect: "The word 'brigade' is a misnomer. It was not a military organization by our standards. It was an effort to split the hard-core anti-coalition forces and the terrorists from all those others who were fighting for their city."

Unfortunately, the brigade was doomed from the start. Its first leader, Saleh, was identified as being a former Republican Guard officer who had once been involved in a bloody suppression of the Shia and, according to Condoleezza Rice, "He looks exactly like Saddam!" Captain Ed Sullivan joked that "he played the part wonderfully. He was excessively polite and complimentary, even going so far as to tell Colonel Toolan that the Marines 'fight like tigers.'" However, because of his record, Saleh was summarily relieved and replaced by the ineffectual Latif, who "did not know many of these men (his officers)," and drove back and forth to Baghdad every night, leaving the unit without effective leadership. In addition, Iraqi government leaders were upset with the Sunni formation, saying it would provoke a "severe backlash among the Shia," and it wouldn't provide security because "the enemy is inside the brigade." Another government leader loudly proclaimed that "the mafia has won and taken over." Major David Banning, a member of the division staff, thought otherwise. "Initially there seemed to be the thought that this was exactly what we wanted to see. We were looking for some semblance of Iraqi leadership to say they could assert control over the use of force in this town. Maybe I was incredibly naïve in believing this, but at that point it just seemed to me that was exactly what we were looking for."

The plan was implemented despite everyone's misgivings. Mattis told his men, "While [it is] doubtful that General Latif has complete control over the IIF in the city, he has demonstrated some ability to influence the actions of the insurgents. . . . We have to give them [Iraqis] a stake in their own future."

But the nagging question remained. Major Dave Banning wondered "whether or not these guys actually had any leverage. . . . Any credibility with the insurgents was in question. If they did, then that was what we wanted: some kind of Iraqi responsibility for what was going on."

Colonel Toolan said, "They are still doing some planning on how to do a transition from U.S. forces to Iraqi security forces in Fallujah." Doug Zembiec tried to calm the men of his company after it suffered three dead and more than fifty wounded in the attack. "Your brothers did not die in vain," he said. "We'll give this a chance. If it doesn't work, we're prepared to go back in." Brennan Byrne put the best face on it. "This is an Iraqi solution to an Iraqi problem."

But there was no way the insurgents could win, according to Toolan. "They just want to create as much chaos as they can so the coalition forces have too many frying pans in the fire. But we're not going to fall for that here."

Within days of the brigade's formation, Latif invited Mattis to a meeting at the Government House in downtown Fallujah, to demonstrate that the city was under control. Mattis accepted with alacrity, perfectly willing to put Latif to the test, but, with a little insurance. Bryan McCoy's battalion would be standing by, ready to come to the rescue with tanks and armored vehicles, and Toolan would be overhead in a command and control helicopter. Before leaving, Mattis chatted with McCoy. "Bryan, I expect they're going to shoot, but those bastards might be smart enough not to. You're not to start World War III by yourself. If they hit me, get us out. You are not to take Jolan by yourself. We'll come back and finish the job. There's nothing I'd rather do than stand on the Euphrates smoking a cigar with my new best friends, those bastards."

Mattis's convoy of seven Humvees and LAVs was filled with shooters. Before leaving, he got them together and told them to expect trouble during the meeting. If that happened, everyone was to start shooting and not stop until all the insurgents were dead—and then they would fight their way out. At the appointed time, Iraqi police in orange and white Toyota pickups led the convoy into the city, following the route that the Blackwater contractors had used. The shops along the way were closed, and only a few small groups of sullen men watched. Upon reaching the mayor's office, they were met by Latif, the mayor, and two dozen local sheiks. After the exchange of polite greetings, the group sipped tea for the allotted fifteen minutes, after which Mattis got back in his vehicle and drove back through streets lined with people dancing and singing, celebrating a great victory: "the Marines have surrendered." Not a shot was fired at the convoy. Corporal Brian Zmudzinski recalled bitterly, "I just kept seeing assholes riding around in trucks cheering and firing into the air. I had no idea what was going on, except that I couldn't do anything about it." The city now belonged to the "inmates."

Painful Negotiations

The Iraqis have never won a battle or lost a negotiation.
–Maj. Gen. James Mattis

The cease-fire agreement contained three straightforward provisions: Iraqi assumption of the city's security before the Marines withdrew from advanced positions, surrender of heavy weapons, and the turnover of the Blackwater

A stern-faced Mattis is shaking hands with a local sheik, who is equally stern. While attending the meeting, a reaction force from the 3rd Battalion, 4th Marines, stood by, ready to ride to the rescue. *Department of Defense*

murderers. However, the devil was in the details. Every day negotiators from the two groups met at the Fallujah Liaison Center, about two to three kilometers east of the city. The Iraqis loved to talk, endlessly complaining about the Marine presence around the city, while proclaiming their own goodness—"Simple people under the guns of the American aggressors." Their talk was contradicted by the actions of the insurgents. The Marine lines were bombarded daily by RPG, mortar, and small-arms attacks, and the cry from the local mosques, "*Allahu akbar wa-n-nasru lil-mujahideen*!" ("God is greatest, and victory to the Mujahadeen!"), belied their "simple people" theme. It became painfully obvious that the Iraqis were stalling. At one point in a meeting, Conway reached the end of his patience and pounded the table in frustration. At another, Mattis abruptly walked out, quipping, "The Iraqis have never won a battle, or lost a negotiation."

Mattis had his own negotiating technique, as described by David Banning: "He would tell them that he didn't want his young Marines to get injured and he didn't want the Iraqis to suffer. In order to deescalate this, he told them we needed some mutual gestures of good faith. He put together these incremental steps. If they were to bring in a truckload of heavy weapons, then we'd move two tanks back off the line . . . kind of tit for tat . . . a test to see how much leverage these guys really had. Mattis was cagey . . . optimistic . . . but not naïve." Once, when an Iraqi asked him when he was going to leave, Mattis answered, "I am never going to leave. I found a little piece of property down on the Euphrates

River and I am going to have a retirement home built there." Explaining the tongue-in-cheek response, Mattis said, "I did that because I wanted to disabuse him of any sense that he could wait me out." Latif negotiated for the other side. "The young men are very concerned," he would complain. "They see these tanks." So "like a good poker player," Banning said, "Mattis would move the tanks back two hundred meters . . . make a big deal about it, but in reality it didn't really matter . . . we could still whack people just the same!"

In the end, the Marines were ordered to pull back. The official turnover was photographed. A very unhappy Toolan was shown shaking hands with General Saleh, who was shortly replaced by Latif. Banning mused, "[Latif] spoke English very well and he was easy to get along with . . . but you didn't trust him as far as you could throw him." Mike Shupp was blunter, noting that "the local police had no control over the city and the Iraqi National Guard [Fallujah Brigade] were all traitors. They were corrupt. You couldn't trust them as far as you could spit!"

Negotiations continued to drag on, round after round, without results. Conway tried to put pressure on the insurgents through the news media. In an interview with the *New York Times* printed on April 22, Conway stated that the disarmament "hasn't happened yet, and I'm starting to get a little bit concerned that it might not, certainly in the volume that we want to see. There are X number of days left. In that period of time, we need to see some distinctive cooperation on the part of the Iraqis inside the city to disarm. If that doesn't happen, it's inevitable that we'll go in and attack. . . ." Reporter Darrin Mortenson wrote, "It's getting extremely frustrating. They can't seem to convince those people that it's in their best interests to give the insurgents up, adding that the insurgents are doomed. They're not going to succeed. It's only going to lead to more conflict and I don't think anyone wants that."

The Iraqis finally responded by turning in a few pickups full of junk—weapons that were old, rusty, and not in firing condition. Captain Chris Graham reported, "We were told that the terrorist[s] agreed to surrender their weapons and in return a small number of families would be allowed to return to the city. Many of the 'families' I observed consisted solely of males in their twenties and thirties." While the Iraqis were turning in junk, they demanded new weapons to replace them. "The next day a truck pulled up with brand new Bulgarian AK-47s," Banning recalled. "They wound up getting some pickup trucks, some weapons, the chocolate chip camis [uniforms] and boots." It turned out that it was the Marines who rearmed them. Lieutenant Christopher B. Mays of Combat Service Support Group 15 expedited the shipment of weapons. "It's important for us to get them the support they need so they can take over." But the question remained: who would the weapons be used against?

Ten days after Mattis's brief visit into the city, he attended a press conference that included the mayor and Latif. The two Iraqis were all sweetness and light. The mayor pointed out that the convoy "left the city without having any incidents . . . and this will show that we finally have peace in the city. . . ." Latif was quoted as saying, "Very soon, the ICDC [Fallujah Brigade] and the police will be taking care of the security of the city. That shows the high quality of the Fallujahans. That's why I can tell they love peace. They have sworn they will have peace and they believe it." Mattis gave a more sobering estimate. "I think the Fallujah Brigade needs to demonstrate it's got control." He went on to talk about the insurgents. "These guys are not the brightest enemy in the world . . . all these people do is kill members of the household, they destroy power lines, destroy bridges, they set off IEDs that kill Iraqis . . . insurgents are not dignified."

Chapter 10

A Long, Hot, Dangerous Summer

Fallujah had become the bright ember
in the ash pit of the insurgency.
–Lt. Gen. John F. Sattler

The heavily engaged Marines manning TCP-1 asked the question, "Where is the love?" In their sector, Latif's peaceful Fallujahans were trying to "love them to death." Mike Shupp related, "The enemy would come out on a daily basis to expend their strength against that position [TCP-1]. It was a World War I–like trench fortification with massive bunkers, manned by an infantry platoon and a tank section. Our tankers using their 120mm 'sniper rifles' were able to squash many of these squad-sized attacks, and our snipers also did a great job at taking these guys out." AH-1W attack helicopters and AV-8B Harrier attack aircraft also supported the embattled position. Enemy fire was so heavy that the men manning the position could not leave, except for short periods at night. With temperatures in the 120s, the men started to get sick. Shupp sent corpsmen down to disinfect the bunkers because they were so unsanitary.

Insurgents used the city as a base of operations to expand into the outlying areas. They planted hundreds of IEDs along the main supply routes (MSRs), using debris to conceal their handiwork. The roadsides were littered with trash, automobile hulks, garbage, dead animals—anything that was no longer of any use was dumped on the shoulder of the roads—making it extremely difficult to spot danger. The men in the convoys were involved in real-life Russian roulette with the insurgent bomb makers. Long stretches of the road network near the city acquired a perilous reputation. Insurgents slipped out of the city, planted explosives, and returned to their safe haven before American patrols could catch them. In some instances, the insurgents initiated a different type of attack. "Usually it would entail some type of IED followed by one or more RPGs against the lead, middle or tail end of a convoy," Maj. Lawrence K. Hussey explained, "followed by automatic weapons fire." This type of attack achieved some success, but was not common because it took a great deal of coordination, and the insurgents "didn't have the tactical skills."

Fallujah also became a testing ground for developing increasingly sophisticated IEDs, including platter charges (a rectangular or circular piece of flat metal with plastic explosive pressed onto one side of the platter) and armor-penetrating shaped charges (a cone made of copper covers and an explosive charge, creating a hollow space in front of and along the axis of the charge; when exploded, the copper transforms into a jet stream of molten metal).

The material to manufacture IEDs was readily available from the huge stockpiles of unguarded commercial and military explosives left from the war. The insurgents used simple triggering methods—a cell phone, a garage door opener, a child's radio-controlled toy, pressure devices—and ingenious hiding places, such as behind signs and guardrails, or under debris and even animal carcasses. A congressional report noted that "the typical IED cell consisted of six to eight people, including a financier, bomb maker, emplacer, triggerman, spotter, and often a cameraman. Videos of exploding U.S. vehicles and dead Americans were distributed to the Internet to win new supporters . . . and serve as confirmation that Americans are vulnerable." Captured insurgent videos were "almost like a documentary on the making of IEDs." One officer said, "It was impressive to see how quickly they [insurgents] could wire up the explosives . . . they were like craftsmen and artisans."

The Marines were initially deployed with unarmored vehicles and struggled to adapt as casualties soared. Before he was wounded, Capt. Brad Adams sent an e-mail to a friend: "We're up to about 130 casualties in the three months we've been here. Two VBIEDs [vehicle-borne IEDs] went off north of our compound, really rocked the place. It blew up in front of one of our company's firm bases [secure, overnight positions], but the Hesco barriers [temporary blast or small-arms barriers made from collapsible wire mesh and heavy-duty fabric liner] protected the Marines." The armed forces medical examiner reported that except for two months, IEDs were responsible for twenty American deaths from January through November. In November, the figure doubled to forty, with no end in sight. The Marines launched a major counter-IED initiative. Vehicles were "up-armored." Brigadier General Joe Dunford reported, "We went over with 'frosted mold panels,' which were small little panels that hung outside the door of a HUMMWV, then to an armor kit, and then to the 11-14 conversion . . . a progression of armor." Unit supply struggled to meet demand, while many units welded "hillbilly" armor—plates of scrap metal—on the sides of their vehicles.

Captain Brad Adams

Captain Brad Adams, assistant operations officer of 3rd Battalion, 1st Marines, was severely wounded by an IED that burned right through the door of his vehicle:

> I was riding in an up-armored HUMMWV on the way back to Camp Fallujah, when I saw a flash and heard a loud explosion. The side armor seemed to bulge inward and then break, as shrapnel from an IED pierced the hardened metal. I immediately felt pain in my upper right arm, leg and foot. The Army officer on my left asked if I was OK, but I couldn't answer because I was gasping for breath, the blast had taken my breath away. I looked up and saw the gunner slumped in the turret, apparently dead. The other officer was slightly wounded . . . but somewhat dazed because he kept yelling for the driver to speed up and then to stop. Finally, the driver stopped and asked him what the hell he wanted to do . . . and make up his mind. About this time the gunner

Captain Brad Adams, assistant operations officer 3rd Battalion, 1st Marines, was badly wounded by an IED. After undergoing a series of operations to repair the damage, Adams was restored to duty.
Brad Adams

> groaned, so I knew he was still alive. Blood streamed down my arm[,] and my butt was wet from pooled blood, so I knew I was hit pretty hard.
>
> At this point a Corpsman ran up alongside and shouted, "Sir, are you all right?"
>
> "No, I'm screwed up," I replied.
>
> The door was stuck, so he had to kick it several times to get it open. I couldn't move my leg, so he helped me get it through the door and then I was able to get out. I stretched out on the ground and the Corpsman immediately cut off my utilities to get at the wounds. One of the strange things I remember was watching him cut through the metal blousing bands around my boots, which I had worn for my entire time in the Corps . . . if they had to go, this was as good a reason as any.
>
> The Corpsman was good . . . he didn't waste any time . . . and immediately started working on me. A fellow officer ran up and grabbed the battle dressing out of the right pocket of my utilities and wound it around my arm to stop the bleeding. Within minutes I was loaded into another HUMMWV and on the way to the Camp Fallujah's "B" surgical. As they pulled me out of the vehicle . . . by now stark naked . . . a beautiful Navy nurse peered down . . . and I felt momentarily embarrassed . . . but what could I do? They cataloged my wounds, consisting of shrapnel in the upper arm, forearm, back and leg . . . one piece went almost completely through . . . and a four inch hole in my right foot, the most serious. After I was stabilized, I was flown by helicopter to Balid for a couple of days and then taken by an Air Force med-evac flight to Ramstein, Germany. Four days later I was in Bethesda Naval Hospital, where I was asked whether I wanted to keep the foot . . . and probably never run again . . . or amputation. I elected to save the foot, vowing to prove the doctors wrong . . . and I did. Over a year later, I was certified fit for duty . . . and took a company back to Iraq.

It was later determined that the IED that wounded Adams was the size of a coffee can concealed on the back of a bicycle.

In addition to armor plate, electronic jammer systems were introduced, which produced low-power radio-frequency energy to block the signals of radio-controlled initiators, including cell phones, satellite phones, and long-range cordless telephones. Snipers with night vision devises were deployed along the most threatened roads, while unmanned aerial vehicles (UAVs) flew overhead with infrared cameras to locate and target the insurgents. One senior officer was quoted as saying, "Anyone who comes out in the middle of the night to plant an IED dies." It seemed, however, that as soon as one countermeasure was introduced, the insurgents produced a counter-countermeasure, in a deadly round of "can you top this?"

IED Attack

Lance Corporal Graydon M. Campbell was in a convoy that was struck by an IED.

> I've never experienced anything like it before . . . I always see the flash before I feel anything . . . then I see the smoke . . . and that lets you know there's nothing you can do.
>
> I was in a vehicle looking at a lot of kids standing around laughing and smiling at us . . . making motions like they're cutting our throats . . . and it perked us up. I was looking directly at Corporal Galvin when I heard the blast. He kind of leaned towards his left and I saw the other Marines in the vehicle get down. When the blast cleared, I saw Galvin lying in someone's lap. He was dead. We immediately cordoned off the area . . . but all the males had taken off. We stayed there for a couple of hours but we couldn't find the trigger man.

Lieutenant Colonel Willard A. Buhl's 3rd Battalion, 1st Marines (3/1), experienced a particularly insidious IED. "The insurgents introduced a napalm-type (jellied gasoline) IED concealed in a vehicle," he reported. "India Company had a very bad experience with one of these. Seven men had to be med-evac'd to the burn unit in Texas because of injuries to their hands and faces. Thankfully, they were not disfigured . . . but one man's hands are still not quite right." Despite the increasing sophistication, the bulk of the IEDs were manufactured and emplaced by local Iraqis who had been intimidated by insurgent threats or were looking to make a few bucks. Bing West noted that IEDs promised good money: $50 for a lookout, $100 to dig the hole, and $200 to trigger the device.

Colonel Lawrence D. Nicholson (left), commander of Regimental Combat Team 1, was severely wounded by a 122mm rocket, which exploded in his office. Nicholson recovered and returned to the fight. *Department of Defense*

For the unemployed, the IED enterprise was good money, with comparatively little risk.

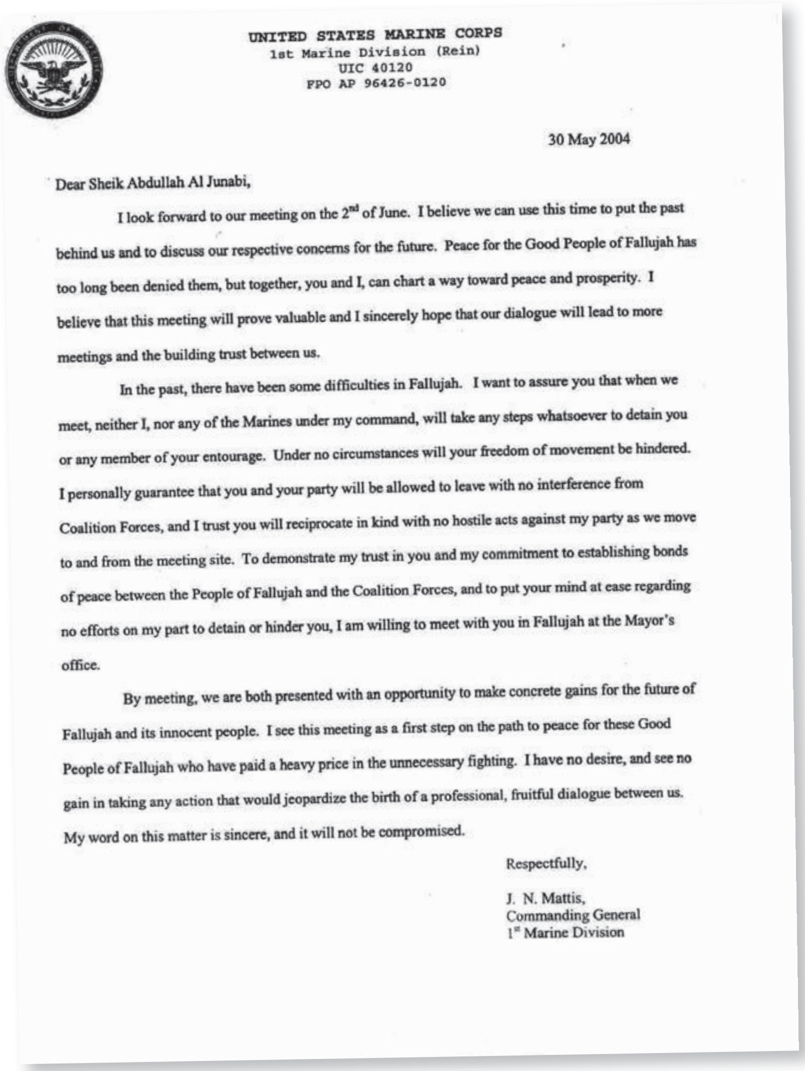
The insurgents also launched rockets from inside Fallujah. At one point, Camp Fallujah was hit with 122mm rockets seventy-one straight days. In one particularly devastating attack, a rocket hit the regimental command post, severely wounding its commander, Col. Lawrence D. Nicholson, and killing the communications officer, Maj. Kevin Shea (who was posthumously promoted to lieutenant colonel). Nicholson took over the regiment on September 14, the same day he was wounded. That evening he was in his office trying, without success, to get online to check his e-mail. Major Shea walked in to assist. "Kevin sat down in my chair," Nicholson recalled, "and I walked over to the bulkhead. Probably seconds later a 122mm rocket came through the window. Kevin was killed immediately. I remember stumbling around the office a little bit. There was a lot of confusion and people screaming. The office was a mess, things burning, full of smoke." Nicholson was evacuated to Germany and the United States, where he had seven major operations to repair his back and shoulder.

It was later determined that the rocket was launched from a site in the northwest corner of the city. Nicholson was immediately replaced by Col. Michael A. Shupp, who had originally been scheduled for the assignment until his wife developed a serious illness. "I went to my good friend Larry Nicholson's change of command at Camp Fallujah," he recalled. "That night about 2200 I heard that he had been severely injured by a 120mm rocket. The next morning, the commanding general said, 'Pack your bags, you're going up there to take command of your regiment.'"

Colonel Toolan tried to work with Lt. Col. Al Marawi Suleiman of the Iraqi National Guard. Suleiman was considered to be one of the few Iraqis who would stand up to the insurgents. However, he also knew that siding with the Americans was impossible. Toolan tried talking him into joint Marine-Iraqi foot patrols. "You're asking too much," the Iraqi responded. "We can not do this." Toolan persisted. "My soldiers will not come," Suleiman replied. "They are afraid to be seen with Americans. Their families are afraid. We will not go into Fallujah with you." Toolan conceded. "Colonel Suleiman is my friend," he said. "I've worked with him for five months, when he tells me 'this I cannot do and keep my family alive,' I believe him."

Suleiman tried to follow a middle course, neither accepting American aid nor helping the insurgents. At one time he warned Mattis about an attempt on his life and then interceded to prevent it from happening. For his efforts, Suleiman was kidnapped by Omar Hadid's men on Shiek Abdullah al-Janabi's orders and horribly tortured before being killed. "Inside sources reported that Sheik Janabi was complicit in the murder," Lt. Col. John F. Sattler noted. "[He] even presided over the Sharia court that found the commander guilty of treason through his association with coalition forces." Toolan was outraged, but his hands were tied by the decision to keep the city off-limits. He summed up his feelings in an August 12 "Intentions" message: "We will do what we can to ensure that LtCol Suleiman is properly remembered and his family compensated. The lack of willingness by higher echelons to call a thug a thug, in the case of Abdullah Janabi is troubling. He [Janabi] is clearly behind the anti-coalition effort in the city and should be removed." Toolan later gave the family of the slain officer $15,000 from his Commander's Emergency Relief Program, a fund to pay for the loss of an innocent civilian.

Sattler was convinced that the Suleiman incident "was a red flag to I MEF and the Iraqi government. It signaled the complete loss of any legitimate provision of security for the residents of Fallujah." Toolan demanded to meet with the town's leaders. He berated them. "Insurgents have taken control of the town. I am not going to negotiate with them." He went on to warn them that anyone loyal to the Iraqi government had a week to get out of town. If they were seen inside the city after that time with a weapon, they would be considered enemy. His words had no effect; the sullen Iraqis sat tight lipped. They considered the insurgents heroes, who had won a great victory over the Americans. Toolan ended the meeting in frustration. "Everyone who wants to fight for the new Iraq join us," he warned menacingly, "If not, we'll see you inside the city."



UNITED STATES MARINE CORPS
1st Marine Division (Rein)
UIC 40120
FPO AP 96426-0120

30 May 2004

Dear Sheik Abdullah Al Junabi,

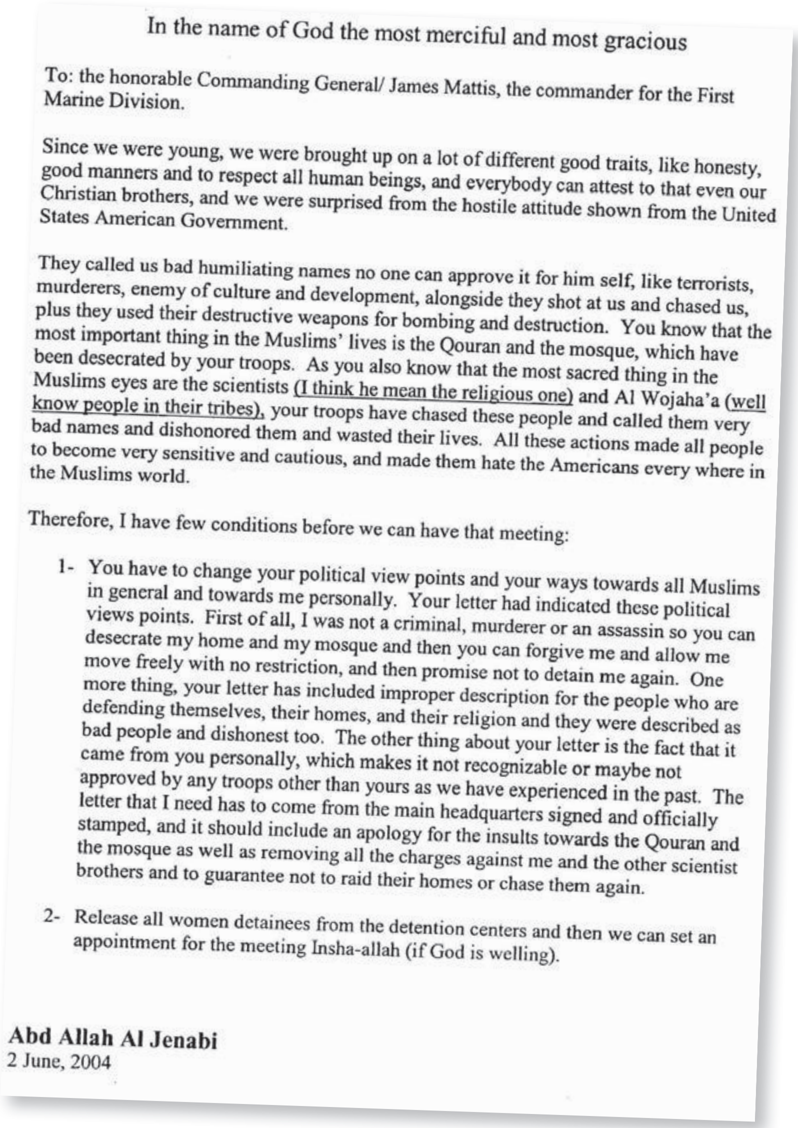
I look forward to our meeting on the 2nd of June. I believe we can use this time to put the past behind us and to discuss our respective concerns for the future. Peace for the Good People of Fallujah has too long been denied them, but together, you and I, can chart a way toward peace and prosperity. I believe that this meeting will prove valuable and I sincerely hope that our dialogue will lead to more meetings and the building trust between us.

In the past, there have been some difficulties in Fallujah. I want to assure you that when we meet, neither I, nor any of the Marines under my command, will take any steps whatsoever to detain you or any member of your entourage. Under no circumstances will your freedom of movement be hindered. I personally guarantee that you and your party will be allowed to leave with no interference from Coalition Forces, and I trust you will reciprocate in kind with no hostile acts against my party as we move to and from the meeting site. To demonstrate my trust in you and my commitment to establishing bonds of peace between the People of Fallujah and the Coalition Forces, and to put your mind at ease regarding no efforts on my part to detain or hinder you, I am willing to meet with you in Fallujah at the Mayor's office.

By meeting, we are both presented with an opportunity to make concrete gains for the future of Fallujah and its innocent people. I see this meeting as a first step on the path to peace for these Good People of Fallujah who have paid a heavy price in the unnecessary fighting. I have no desire, and see no gain in taking any action that would jeopardize the birth of a professional, fruitful dialogue between us. My word on this matter is sincere, and it will not be compromised.

Respectfully,

J. N. Mattis,
Commanding General
1st Marine Division



In the name of God the most merciful and most gracious

To: the honorable Commanding General/ James Mattis, the commander for the First Marine Division.

Since we were young, we were brought up on a lot of different good traits, like honesty, good manners and to respect all human beings, and everybody can attest to that even our Christian brothers, and we were surprised from the hostile attitude shown from the United States American Government.

They called us bad humiliating names no one can approve it for him self, like terrorists, murderers, enemy of culture and development, alongside they shot at us and chased us, plus they used their destructive weapons for bombing and destruction. You know that the most important thing in the Muslims' lives is the Qouran and the mosque, which have been desecrated by your troops. As you also know that the most sacred thing in the Muslims eyes are the scientists (I think he mean the religious one) and Al Wojaha'a (well know people in their tribes), your troops have chased these people and called them very bad names and dishonored them and wasted their lives. All these actions made all people to become very sensitive and cautious, and made them hate the Americans every where in the Muslims world.

Therefore, I have few conditions before we can have that meeting:

1- You have to change your political view points and your ways towards all Muslims in general and towards me personally. Your letter had indicated these political views points. First of all, I was not a criminal, murderer or an assassin so you can desecrate my home and my mosque and then you can forgive me and allow me move freely with no restriction, and then promise not to detain me again. One more thing, your letter has included improper description for the people who are defending themselves, their homes, and their religion and they were described as bad people and dishonest too. The other thing about your letter is the fact that it came from you personally, which makes it not recognizable or maybe not approved by any troops other than yours as we have experienced in the past. The letter that I need has to come from the main headquarters signed and officially stamped, and it should include an apology for the insults towards the Qouran and the mosque as well as removing all the charges against me and the other scientist brothers and to guarantee not to raid their homes or chase them again.

2- Release all women detainees from the detention centers and then we can set an appointment for the meeting Insha-allah (if God is welling).

Abd Allah Al Jenabi
2 June, 2004

Major General Mattis looked on Sheik Janabi, the head of Fallujah's Shura Council, as a thug and low-life and did not miss any opportunity to antagonize him. After a great deal of negotiations and an exchange of letters, the two finally agreed to meet. *1st Marine Division*

All through the summer months, “Fallujah was like a siren, calling to the insurgents,” Toolan lamented. “It was like the bar in *Star Wars*.” The insurgents had free run of the city, turning it into a loose federation of imam- and mujahedeen-run fiefdoms. Janabi and Hadid vied with each other for control of the city. Sattler pulled no punches when he said, “These . . . thugs were the real power brokers in the city and collaborated when it suited their purposes.” Hadid, who came from a lower-middle-class family, was said to be closely allied with Abu Musab al-Zarqawi, the Jordanian terrorist. Hadid held sway over bands of fighters who patrolled the streets, directed traffic, and attacked U.S. positions on the city’s fringes. One of his bands, the Black Banners Brigade of the Islamic Army, had a reputation for killing foreigners or accused collaborators and was the most feared Sunni group in the city.

Janabi, head of the Mujahedeen Shura, the city’s ruling council, enjoyed the status of an imam but was up to his eyebrows in graft and corruption. His spokesman admitted, “Janabi survives on our own personal finances and spoils of war . . . including cargo, money, cars and ransom from Iraqis caught ‘collaborating with coalition forces.’” Major David Bellon, the regimental intelligence officer, “kept book on these guys.” “The imams use the mosques to gain control over ignorant people,” he said. “They preach hate . . . most of them are criminals. They own real estate, they send out thugs to shake down the truck drivers that run to Jordan, they fence the stolen cars and organize the kidnappings. They get a cut of every hijacked truck. They use young, gullible jihadists as their pawns. Don’t think of them as clerics. Think in terms of Mafia don. They stand there in a religious costume, because that is exactly what it is, and inspect the latest haul before saying afternoon prayers.” In addition to getting a “cut of the action,” Bellon knew that Janabi actively encouraged insurgent attacks from his pulpit in the Saad Bin Abi Waqas Mosque, located in the center of the city. Janabi needed to be taken down.

Mattis sent several offers to meet with Janabi, even going so far as to meet him in the “belly of the beast,” the city’s Government Center. Janabi finally agreed, but only after Mattis signed a letter personally guaranteeing that the cleric would not be arrested.

Mattis saddled up his trusty personal security detachment (PSD) and drove into the city for the second time. Toolan flew overhead in a command helicopter, and the quick reaction force stood by on high alert. Mattis reached the site without incident and was escorted into a meeting room, where Janabi waited. Dozens of his supporters lined the walls, faces grave, trying their best to antagonize the Marine general. The two engaged in a tough exchange. Army Staff Sgt. Rashed Qawasimi translated for both men. “For the sake of your city,” Mattis began, “you must tell Zarqawi and the Syrians to leave. They are killing your innocent fellow countrymen. We intend to kill all terrorists. That means more bombing and fear in the city. This is unnecessary. I am sure a man of your power can put a stop to it. Get them out."

Janabi glared at Mattis. "Someone gives you bad information," he replied. "There are no foreigners here. You bomb innocent people. We only protect our homes when you come to destroy."

Mattis countered, "We are here to help—to make the water safe for your children, to bring electric power into the schools, to clean out the garbage that spreads disease. We have money. We can pay your contractors right now, beginning today."

Janabi responded, "The people do not trust you after all this war. Give us your money and let us take care of ourselves. That is the best way."

The two continued to trade verbal jabs, but nothing was settled. The resolution of the Fallujah problem would come through force of arms. At the end of the allotted fifteen minutes, the two principals grudgingly shook hands, and the meeting broke up. As the Americans walked toward their vehicles, Bing West reported that "Qawasimi whispered, 'We may be in for it.' Mattis responded with, 'I hope so.'" In the event of trouble, Mattis planned on either arresting Janabi or killing him.

With the ultraconservatives in control, the city quickly fell under the spell of Sharia (Islamic) law. A leader in Fallujah explained, "There is a kind of social collaboration between the Iraqi police, the Iraqi national guard, the Mujahedeen and the Fallujah Brigade. If there are robbers, the police and the Mujahedeen, with the imams of a mosque, will determine the punishment from a religious standpoint. For instance, if he is a robber, they will cut off his hand." Arab journalist Nir Rosen reported, "Iraqis were harassed for smoking cigarettes and even drinking water using their left hand. Alcohol was banned, [as were] western films, makeup, hairdressers and even playing dominoes in the coffee houses. Men found publicly drunk were flogged and I was told that a dozen men were beaten and imprisoned for selling drugs." Another reporter claimed that over thirty residents had been executed for being American spies, often after a "drum-head court." A policeman told an Arab reporter that "the Mujahadeen don't let us carry weapons or get together." He expressed resentment that the insurgents could merely call someone a spy. "I hate them," he said. "The Mujahadeen can decide 'you're a good man,' or 'you're a spy.' If it's 'you're a spy,' then you're finished."

The insurgents expanded their operations into the surrounding areas through the use of IEDs, shoot-and-scoot operations, and indirect fire attacks. "There were constant probing actions, attacks, attempts to move weapons caches," Toolan recalled. The regiment responded with stepped-up unmanned aerial vehicle (UAV) surveillance, surprise vehicle checkpoints, raids on suspected insurgent hideouts, and increased foot patrols. It became a grim cycle to adapt to changing insurgent tactics.

Major General Mattis at a meeting with the sheiks. In his last meeting with Sheik Janabi, Mattis was prepared to arrest or kill him. *Department of Defense*

The increased insurgent activity spread the Marines thin. Captain Daniel M. Buckland, intelligence officer, 7th Marines, reported that "We had very limited manpower . . . basically a regiment of five thousand people to cover an area the size of Colorado." Mattis reported, "The current tempo and widespread enemy surge across our operations area has this division stretched. We are moving aggressively . . . but there are enemy forces operating in areas where we have no forces[,] and the Iraqi security forces are impotent."

The lines of communication (LOC) were particularly vulnerable to insurgent attack. Road networks, bridges, overpasses, culverts, and viaducts were targeted, often by large insurgent units, who fought hard to interdict the supply convoys. In the first two weeks of April, as many as eighty convoys were attacked, doubling the number of the previous month. "The enemy virtually shut down the main supply routes (MSRs)," according to Joe Dunford. "They cut off the MSRs surrounding Fallujah. Convoys were continuously interdicted throughout the spring and our forward operating bases suffered indirect fire attacks." There were so many insurgent small-arms attacks on convoys at the cloverleaf that the regiment constructed a bypass. The LOC were not the only insurgent target. Camp Fallujah was regularly hit by rockets. "It was not unusual to sustain casualties inside the base," Mike Shupp recalled, "and every time you left it was a tenuous situation on the roads—driving through Al Anbar Province."

In one instance, a reconnaissance platoon escorting a convoy southwest of Fallujah was ambushed by approximately sixty insurgents. In the opening burst of fire, the lead vehicle was hit by an RPG, which wounded the five passengers and disabled the vehicle. The platoon commander, Capt. Brent L. Morel, ordered two vehicles to flank the ambush, while he led an assault against the enemy position. Captain Morel was hit by automatic weapons fire as he advanced across an open field. Sergeant Willie L. Copeland III shielded the gravely wounded officer and administered first aid, while five of his men continued to fire on the enemy. Sergeant Michael A. Mendoza, according to his Silver Star citation, "organized and led five Marines in a charge across an open field, up a ten-foot berm, and across a deep and muddy canal to firing positions within hand grenade range of the enemy." Ten insurgents were killed and the remainder forced to flee. As the Marines continued the assault, Mendoza knocked out one emplacement and killed four insurgents at close range before personally covering the withdrawal of the team. Morel and Copeland each received the Navy Cross, while Mendoza received the Silver Star.

In another tragic incident, a suicide bomber drove a bullet-riddled white Suburban vehicle-borne IED (VBIED) into a seven-ton truck carrying members of Bravo Company, 1st Battalion, 3rd Marines (1/3). Captain Jer Garcia saw the vehicle half-hidden just off the road as the Marine convoy drove by. "I looked him right in the eyes—and when he looked down at the steering wheel, I knew something was coming." He radioed a warning, but it was too late. "The next thing I knew, I saw the explosion," he said. "The Suburban was gone, and my Marines were incinerated." The horrendous explosion and fire killed seven Marines in a devastating attack. "The company was just kind of in shock," Capt. John P. Bobo recalled painfully. "I think it was the first wake up call. The attack shed light on the reality of what was going on out there . . . the type of enemy we were dealing with . . . it showed their mentality." In some ways, it mentally prepared the men for the hard fighting in the city. "It made them eager to get some type of retribution," Bobo added.

In Fallujah, the Mujahadeen completely controlled the daily lives of the residents through a campaign of fear and terror. However, their extreme tactics began to unravel. Major David Bellon wrote in a letter to his father, "The Mujahadeen have had their run of the town. They have turned their criminal instincts on the citizens. The clerics who once were whipping these idiots into a suicidal frenzy are now having to issue Fatwas (holy decrees) admonishing the muj for extortion, rape, murder and kidnapping." A taxi driver who left the city said, "If the Arabs will not leave willingly, we will make them leave by force." The *Washington Post* reported that a prominent member of Zarqawi's group was killed by locals because "he distorted the image of the resistance and defamed it."

Chapter 11

New Warriors

In late summer, Lieutenant General Conway handed over I MEF to Lt. Gen. John F. Sattler before being transferred to the Pentagon as the director of operations (J-3). Mattis relinquished command of the division to Brig. Gen. Richard F. "Rich" Natonski (frocked to major general upon assumption of command). Mattis was promoted to lieutenant general and assigned to the Marine Corps Combat Development Command, Quantico, Virginia. Dunford remained after being promoted to brigadier general and "fleeted up" to become assistant division commander.

Sattler was intimately familiar with the political-military situation in Iraq. He had been Central Command's (CentCom) operations officer and had been

The 1st Marine Division change of command ceremony where Maj. Gen. James N. Mattis (left) relinquished command to Maj. Gen. Richard F. Natonski (middle). *Department of Defense*

Major General James N. Mattis (back to camera) passes colors to Maj. Gen. Richard F. Natonski. Lieutenant General Thomas Metz of Combined Joint Task Force 7 (left) observes. *Department of Defense*

heavily involved in Iraq planning. "I was no stranger to what was going on inside Iraq, and I was no stranger to what the challenges were; the successes and the lack of success with the Iraqi Security Forces." He had been heavily involved in the high-level (secretary of defense) discussions and decisions in the April battle for the city. "I knew what was being tried, why it was being tried, why the Marines were held up . . . all the political ramifications that came into it and what the test case was with the Fallujah Brigade." He also knew Conway on a personal and professional level. "I followed General Conway on one other job . . . [and] found it to be a piece of cake, 'cause he has it wired." The two men enjoyed a ten-day "right seat, left seat" turnover. "[Conway] opens up and tells you everything," Sattler said, "so I was completely set up for success. I knew I was inheriting a superb command, with superb commanders."

Natonski was no stranger to Iraq either, having commanded Task Force Tarawa during the "March Up" to Baghdad in 2003. On March 23, 2003, Task Force Tarawa engaged a large force of insurgents in the city of Nasiriyah. In the ensuing four-day battle, Natonski's Marines seized the city and its important bridges, allowing the 1st Marine Division to continue the attack to the capital. A veteran of thirty years in the Corps, Natonski served in a variety of command and staff assignments, including a tour as an observer with the United Nations Truce Supervision Organization in the Middle East, and commanding officer 1st Battalion, 2nd Marine Regiment; the 24th Marine Expeditionary Unit (MEU);

Lieutenant General John F. Sattler, I Marine Expeditionary Force commander, was no stranger to Iraq, having served as the Central Command's operations officer and been heavily involved in planning for Iraq invasion. *Defenseimagery.mil 041207-M-2583-034*

and the 2nd Marine Expeditionary Brigade. Natonski also served at Headquarters Marine Corps and the Pentagon. He attended the Marine Corps' Amphibious Warfare School, Command and Staff College, and the NATO Defense College in Rome, Italy.

Natonski's style of leadership was similar to that of Mattis. He held that a commander needed to be close to the action. "I believe I'd rather see my commanders in person and talk to them face to face rather than talk to them on the radio. I wanted to see how the troops were doing and the stress they were under. The only way you can do that is by being there." Natonski went into the city every day, enabling him to keep his fingers on the tactical pulse of the operation. "I think that's why I was able to make decisions as quickly as I did," he recalled. "I could talk to commanders, get their feelings, see either the stress or confidence in their faces and I would know what we needed to do." Natonski's leadership theory was that "you don't have to be a squad leader clearing buildings but you need to be present so you can talk to platoon, company and battalion commanders as well as the troops to know what's going through their minds. That's just what you do as a leader."

Dunford thought the handover between Mattis and Natonski went well. "I don't recall any friction associated with changing over leadership," Dunford recalled. "Both were engaged with subordinate commanders; both had great rapport with the young enlisted Marines; both gave very clear guidance to their staffs. They did have some differences in personality, as we all do, but not so much where it had an impact on the direction of the division." Dunford characterized Natonski's initial approach as "continue to march." "I don't recall any significant policy changes," he recalled, "[except] the concept of operations for Fallujah. The decisions that were made were General Natonski's. He had a menu of options to select from that had been developed over the course of many months, but he made the final call."

Rotation of Ground Units

Experienced Unit	**Replacement Unit**	**Location**	**Replacement Date**
3rd Batallion, 4th Marines	1st Batallion, 8th Marines	AO Denver	July 14
1st Batallion, 5th Marines	3rd Batallion, 1st Marines	AO Raleigh	July 17
1st LAR Batallion	3rd LAR Batallion	AO Topeka	September 16
2nd Batallion, 7th Marines	1st Batallion, 23rd Marines	AO Denver	September 18
3rd Batallion, 7th Marines	1st Batallion, 7th Marines	AO Denver	September 22
2nd Batallion, 4th Marines	2nd Batallion, 5th Marines	AO Topeka	September 26
1st Recon Batallion	2nd Recon Batallion	AO Raleigh	September 27
3rd Batallion, 11th Marines	2nd Batallion, 11th Marines	AO Topeka	September 29
3rd Batallion, 24th Marines	2nd Batallion, 10th Marines	Toqaddum AB	October 4
2nd Batallion, 1st Marines	3rd Batallion, 5th Marines	AO Raleigh	October 8
2nd Batallion, 2nd Marines	2d Batallion, 24th Marines	AO Raleigh	October 11

While the division and regimental staffs were relatively stable, the combat-experienced battalions had finished their seven-month tours and were being replaced. “There was a lot of friction associated with conducting a relief in place at the battalion level,” Dunford recalled. “It was a hard thing to do at the time,” he said, referring to the increased insurgent activity. The division worked hard to mitigate the problem. A fifteen-day “right seat, left seat” program was introduced, which gave the incoming commanders an opportunity to gain situational awareness from their counterparts and return to their units before deploying. “We felt we had worked hard to make sure the time they spent together was spent wisely,” Dunford said. “There was a common perception that there would be a Fallujah II and I believe the guys that were going home knew that it was going to take place . . . and they did all they could to make sure their successors were ready to go.”

The Marine Corps’ deployment plan was based on a seven-month rotation cycle, while the army’s rotation was on a twelve month schedule. The Commandant of the Marine Corps, Gen. Michael Hagee, went to Secretary Rumsfeld for approval. “The Secretary, as least I’ve been told, was against it,” Hagee reported. “The betting at the time . . . was that I would lose . . . that it had already been decided . . . to tell us to go to a year.” He laid out the plan. “Secretary Rumsfeld listened . . . and was convinced that for us [Marine Corps] it was the right thing to do and approved it.” The approved plan called for a reduced Marine division of nine maneuver battalions, supported by an appropriately tailored aircraft wing and force service support group.

Chapter 12

End of the Experiment

There's only one way to disarm the Fallujah Brigade, kill it!"
–Maj. Gen. James Mattis

The Fallujah Brigade was never an effective security force, because nothing had changed the political and leadership dynamics in the city. Tribal leaders and imams still held sway, even as they openly vied against each other for power. By late summer, the brigade was considered by the coalition to be moribund. Major Sean Tracy said, "The Fallujah Brigade, we ended up fighting them. We gave them weapons and equipment more than once and then had to turn around and fight these guys in November. Their equipment was being found all over the country. We were finding vehicles as far [away] as Basra and in the far east of Iraq. We stomped our feet about that one, but we were told to get them equipment, so we got it."

An assessment by a team of political-military analysts noted that the brigade had "expanded to an overall strength of 2,075, including 23 generals and 375 officers." The analysts noted that "it had not attained any control over the city . . . and was a failure." A 1st Marine Regiment report was more succinct: "The Fallujah Brigade and the city police clearly became complicit with the anti-coalition force, openly manning illegal checkpoints and employing snipers inside the city and its outskirts." Toolan told his commanders, "We will integrate mobile sniper teams in a counter-sniper role to eliminate that threat and introduce the fear they [insurgents] remember from Vigilant Resolve. We will also treat the Fallujah Brigade as collaborators with the insurgents." Rumsfeld was characteristically blunt. "The Fallujah Brigade didn't work," he told reporters.

At the national level, "times they were a' changing." On June 24, Iraq was granted sovereignty in a secret handover ceremony in the Green Zone, the heavily fortified CPA headquarters in Baghdad. Ayad Allawi was sworn in as the interim prime minister. Allawi, a former member of the Baath Party, fled

Prime Minister Ayad Allawi (right, in suit) and L. Paul Bremer (left, in suit) are with Iraqi officers. The Americans perceived Allawi, the interim prime minister, as a tough guy, one who could bring the country together. *Department of Defense*

Iraq in 1971 to live in England, where he formed an anti-Hussein movement. In the 1990s, he worked with both U.S. and British intelligence. After Hussein was overthrown, he returned to Iraq. The Americans perceived him as a tough guy—"Saddam Lite"—someone they could believe in, someone that could be trusted. Allawi was physically imposing—tall, broad shouldered, big hands, and a strong grip—fluent in English, pragmatic, straightforward, and secular. With the turnover of control from the CPA to the new Iraqi government, the command relationship changed. United States forces were no longer pulling the strings. General George Casey, who relieved Sanchez, commanded the coalition forces, but he was militarily handicapped because under the turnover agreement, Prime Minister Allawi was supposed to call the shots.

Despite his tough reputation, Allawi barely survived a major crisis in Najaf when Muqtada al-Sadr's Mahdi Army (*Jaish al-Mahdi*) challenged his authority by taking over the city and its revered holy site, the Shrine of Imam Ali, the spiritual center for Shiites all over the world. Sadr's army overwhelmed the local Iraqi police. Allawi was forced to call in U.S. forces, and a full-scale battle erupted. After several days of fierce fighting, Sadr's forces were crushed but escaped annihilation through the timely intervention of Grand Ayatollah Ali al-Sistani. He arranged a settlement and emerged as the undisputed winner in the affair, while Allawi was forced to concede that he did not have the political backing or effective Iraqi forces to eliminate al-Sadr's Shiite army.

A month later, Allawi felt strong enough politically to act against the Sunni insurgents inside Fallujah. Their campaign of violence posed a serious threat to his government. General Natonski pointed out that "Prime Minister Allawi, our government and the leadership in Baghdad determined that the status quo in Fallujah could no longer remain. There was an election scheduled for the end of January 2005 and as long as you had a base where the enemy could rest, rearm, train, refit and launch its attacks from and return to, we could never hold a successful election." With the implicit backing of the Governing Council, the majority of whom were Shiites, he disbanded the Fallujah Brigade. "We did not want this brigade to persist," he said. "It was the wrong concept." Rumsfeld echoed his comment. "The Fallujah Brigade [simply] did not work." Joe Dunford stated bluntly, "We waited so long because Baghdad [Allawi] looked on Fallujah as a sideshow. The division wanted to seize Fallujah quickly in August . . . but the links among suicide bombings across Iraq, foreign fighters, IEDs, kidnappings, and the Fallujah sanctuary weren't as clear to others. It took higher headquarters longer to see the consequences of allowing the sanctuary to grow."

It was Allawi who would give the go-ahead for undertaking a major operation against the insurgents in Fallujah. "Bottom line," Sattler pointed out, "it was an Iraqi call." He indicated that it was Allawi who set the conditions for an attack. "He had to exhaust all opportunities for a peaceful solution and then let the international community—mainly the Muslim countries surrounding Iraq—know he had done so." More importantly, Sattler said, "He had to let Muslims worldwide know that he was gonna fight other Muslims because of what was going on inside the city." He stated candidly that "Allawi determined that Fallujah had to be cleared to keep from exporting terrorism. Thugs could come to the city; get their missions, ammunition and training; and move out to other parts of the country to execute their missions. The only way to stop those thugs was to clean them out."

Ever mindful of the information-operations failure during the first attack on Fallujah, Allawi pulled Al Jazeera's fangs by shutting down their Baghdad office, depriving the insurgents of their anti-coalition media campaign. Sattler was pleased because in the first battle "the international community got involved because the insurgency's IO campaign painted all the death, destruction and the humanitarian crisis in the town. The insurgents would show that we killed women, we killed children, we killed elderly men . . . and there would always be pictures of hospitals filled with women and children. . . ." This time, the media was brought in early. "We figured out that even if you have the moral and legal high ground," Sattler said, "you're not going to win the way the thugs painted it." He went on to point out, "We had over seventy to a hundred embeds [embedded media] with our forces so that the world could see it live—through daily, hourly press releases coming back from cameras held by non-combatants and people who were sworn to tell the truth."

The embedded media were the key to countering the insurgent propaganda, according to Sattler. "Embedded media tell the story. They're gonna tell the good, the bad and the ugly. Transparency works well. We told [them] what we did, why we did it and who we went after. It was always the truth and it didn't have a spin on it." Sattler invited senior national security correspondent for ABC News Martha Raddatz to participate. "I told my boss General Metz, 'Look, let's bring in somebody who has tremendous credibility, who is not pro or con, who has been very balanced, and let's bring them in and show 'em the whole targeting procedure—how we build targeting orders—when the positive identification and the criteria that we've established is met—how we clear it—and how we strike it.'" Raddatz brought a cameraman into the combat operations center (COC) and filmed the process. "She actually showed it on Nightline," Sattler recalled. "She went back to the States and got on a couple of talk shows and National Public Radio . . . and showed the footage on national T.V."

Allawi negotiated his way through the byzantine corridors of Iraqi politics. He played both ends against the middle—promising one thing while meaning another. In September, he invited the Fallujah Shura Council to Baghdad for highly publicized negotiations while secretly working with Casey on the timing of an attack on the city. The two considered three windows of opportunity—the last week of September, the second week of November, and the last week of December—that would give American forces at least a two-week block of time to complete the mission. Their planning was based on three overriding considerations: the U.S. elections in early November, the Iraqi national elections, and the Islamic holy period of Ramadan in October were too politically sensitive to start an offensive.

In anticipation of an early attack, the MEF stepped up its offensive operations. David Bellon thought it was about time. "From the regimental perspective, in mid-September it looked like someone high up threw a switch . . . suddenly we're told: get ready to go in. It was great, great news." Joe Dunford was not surprised. "It became increasingly obvious to all of us over the summer that eventually we were going to have to deal with it. You could see the enemy consolidating his gains in the city and preparing for an attack." Lieutenant Colonel Michael R. "Mike" Ramos, 1/3's battalion commander, told his staff, "We don't know when it's coming, we know it's coming soon . . . rest your Marines, and get them ready for the fight."

PART III

Enough Is Enough

Major General Richard F. Natonski addresses several of the division staff prior to launching the attack on Fallujah. *Department of Defense*

Chapter 13

Plan of Attack

Ain't nobody out there but bad guys.
–Sgt. James Hollon, U.S. Marine

Sattler issued the I MEF attack order to initiate the 1st Division's planning process: "On order, Multinational Force-West attacks to destroy the Anti-Iraqi forces and insurgent forces in Fallujah-Ramadi in order to deny the use of Fallujah-Ramadi as their safe haven and to facilitate the restoration of legitimate governance, security, and reconstruction."

The division's formal planning for the assault began in the first week in September. "We established an operational planning team (OPT)," Natonski recalled. "We brought in as many planners as we could[,] and as we went through the development of our courses of action, we wargamed them. It became very apparent that I didn't have enough force to conduct the assault." The division had to maintain a strong presence in western al-Anbar, particularly Ramadi, because of its importance as the provincial capital. "I accepted some risk out west . . . but we also brought in the 31st Marine Expeditionary Unit (MEU) to work out there while we conducted the assault into Fallujah." Even with this additional force, Natonski felt he did not have enough combat power. "I went to my boss, General Sattler, and asked for a couple of Army mechanized battalions as well as an Army brigade with a military police battalion to help surround the city, block the forces and protect our rear areas."

After receiving Natonski's request for the army units, Sattler went to Lieutenant General Thomas "Tom" Metz, the Joint Task Force commander, with whom he had an excellent working relationship. Bing West related the conversation between the two men.

"Tom," Sattler began, "I need two-seven [2nd Battalion, 7th Cavalry Regiment] . . . and two-two [2nd Battalion, 2nd Infantry Regiment], as well."

Metz responded, "John, you know you're to ask for capabilities, not specific units." Quick on the uptake, Sattler began again. "Let me amend my request. I need two hard-charging mounted battalions with the capabilities of two-two and two-seven. Oh, by the way, Rich [Natonski] needs something like the 'Black Jack' Brigade to surround the city." Metz laughed. "All right, you get all three," he replied. "But that's it for this way of doing business. We don't want to be accused of playing favorites."

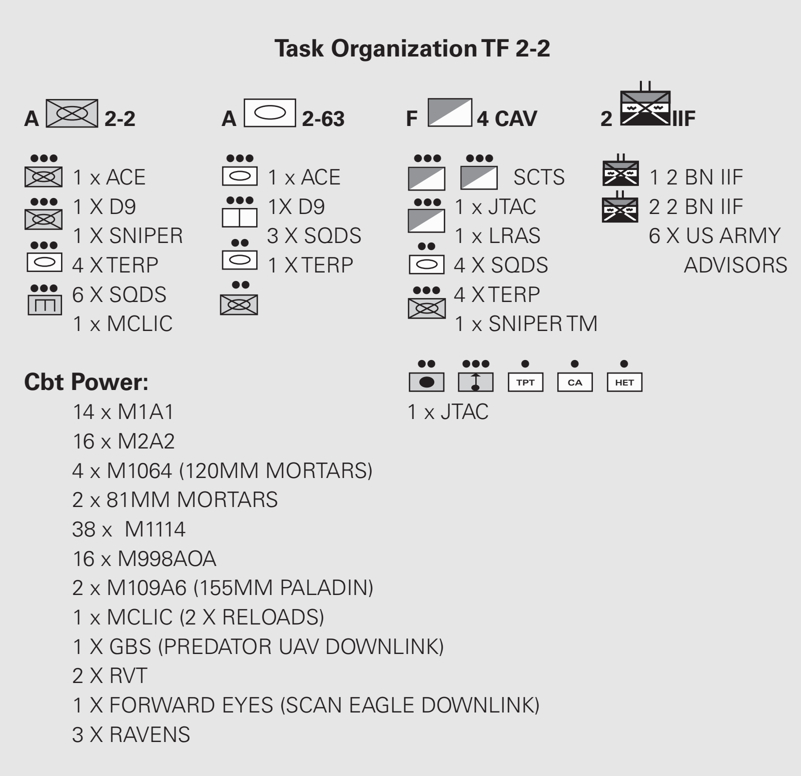
Task Force 2nd Battalion, 2nd Infantry

"Guys talk about the urban terrain being the place for light infantry, but very few understand the power of a mechanized heavy battalion in an urban environment," said Task Force 2nd Battalion, 2nd Infantry's commander, Lt. Col. Peter Newell.

Task Force 2nd Battalion, 2nd Infantry's combat power consisted of fourteen M1A1 Abrams main battle tanks, sixteen M2A2 Bradley tracked armored fighting vehicles, six mortars (four 120mm, two 81mm), and two M109A6 Paladin 155mm self-propelled howitzers. The task force also had thirty-eight uparmored M1114 Humvees and one M58 mine-clearing line charge (a rocket-projected explosive line charge, 350 feet long with five pounds of composition C-4 explosive per linear foot).

The task force consisted of "one tank company [A, 2nd Battalion, 2nd Infantry], one mechanized infantry company [A, 2nd Battalion, 63rd Armor Regiment] and the Brigade Reconnaissance Troop [F, 4th Cavalry]," according to Maj. Erik Krivda, the operations officer. "Within Alpha Company itself . . . a mechanized infantry unit . . . we had two infantry platoons, one engineer platoon, and one tank platoon. It was pretty much the main effort for the entire fight."

Newell was pleasantly surprised to discover that his boss, Col. Dana Pittard, and Col. Craig Tucker, CO 7th Marines, were "Jedi Knights," graduates of the U.S. Army's School of Advanced Military Studies (SAMS). Their association helped gain him an immediate professional relationship. "[Regimental Combat Team 7's] willingness to listen," Newell stated, "and make changes based on our recommendations was important to our success." He was also impressed with "RCT-7's tactical planning, which was as good as any Army brigade . . . and in some cases surpassed that of my parent brigade."


Task Organization TF 2-2
A 2-2
1 x ACE
1 X D9
1 X SNIPER
4 X TERP
6 X SQDS
1 x MCLIC
A 2-63
1 x ACE
1X D9
3 X SQDS
1 X TERP
F 4 CAV
SCTS
1 x JTAC
1 x LRAS
4 X SQDS
4 X TERP
1 x SNIPER TM
2 IIF
1 2 BN IIF
2 2 BN IIF
6 X US ARMY ADVISORS
TPT
CA
HET
1 x JTAC
Cbt Power:
14 x M1A1
16 x M2A2
4 x M1064 (120MM MORTARS)
2 x 81MM MORTARS
38 x M1114
16 x M998AOA
2 x M109A6 (155MM PALADIN)
1 x MCLIC (2 X RELOADS)
1 X GBS (PREDATOR UAV DOWNLINK)
2 X RVT
1 X FORWARD EYES (SCAN EAGLE DOWNLINK)
3 X RAVENS

Sattler's request sped quickly through the informal communications network, staff officer to staff officer, before the formal tasking could work its way through the various command echelons. "We had rumors floating around back and forth probably since September," the operations officer of the 2-2 Infantry, Maj. Erik Krivda, recalled, "on whether or not we were going to deploy to Fallujah with the Marines." Lieutenant Colonel Peter Newell, 2-2 Infantry's commanding officer, was skeptical. "Oh, right," he uttered when told of the possibility. First Sergeant Peter Smith shared his skepticism. "Everything was rumor control at the beginning; they were saying that things were going on in Fallujah . . . and talking about an Army force going down there—but then the rumors were confirmed."

Initially, Task Force 2-2 Infantry was assigned to provide an outer cordon around the city, which Newell felt was an inappropriate mission for his mechanized force. He felt that "very few understood the power of a mechanized heavy battalion in an urban environment—it's like playing tackle football in a hallway. Then you throw tanks and Bradleys in there and it's like demolition derby in a hallway." In a subsequent meeting, "as we looked at the plan and talked about the things we could do," Newell recalled, "the regiment gave us the eastern portion of the city with the role of getting to and opening up Phase Line Fran (Highway 10) early on." Fran's importance stemmed from it being the main resupply route for units once they were in the city.

Bradley Armored Fighting Vehicle

The Bradley armored fighting vehicle comes in two variants: the M2, which transports infantry on the battlefield, and the M3 cavalry reconnaissance vehicle. The M2 carries a three-man crew—commander, driver, and gunner—plus six fully equipped infantrymen. The M3 has a three-man crew plus two scouts. The Bradley's main armament is a 25mm Bushmaster chain gun that fires at a rate of two hundred rounds per minute and can be converted to five hundred rounds per minute. The Bushmaster has a range of two thousand meters. A 7.62mm machine gun is mounted coaxially. The M2 is also equipped with a TOW BGM-71 antitank missile system. This twin-tube launcher is mounted on the left side of the turret. The target acquisition system uses an optical sight, which detects the infrared signal from the back of the missile while in flight. A double-wire command link between the missile and the gunner is dispensed from two spools at the back of the missile. The Bradley has two smoke grenade dischargers, each loaded with four smoke grenades. It is also fitted with an engine smoke-generating system. Its hull is made of welded aluminum and spaced laminate armor. In addition, it has an appliqué steel armor with provisions for additional passive armor or explosive reactive armor. Its six hundred horsepower engine provides a maximum speed of sixty-six miles per hour.

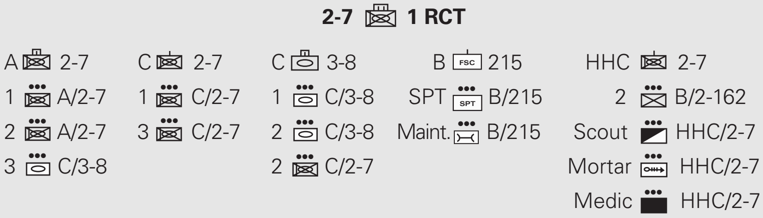
After finalizing the mission, Newell brought his commanders in to brief them on the plan of attack. Embedded journalist Anne Barnard, co-bureau chief for Iraq of the *Boston Globe*, attended the brief. "On 5, 6 and 7 November, the units were talking through what their roles were going to be in combat. They would lay out dioramas of the city. There was an intelligence officer, Capt. Natalie Friel, and all the company commanders, as well as the colonel. They had a full model of their sector of the city, which was the Hay al-Askari on the northeastern corner of the city. Shell casings represented the mosques and different chucks of concrete represented different buildings. The company commanders and the platoon leaders were told to stand on the corners of this city of blocks to demonstrate where they would be at different stages of the battle. This gave them a visual image of the battlefield."

Task Force 2nd Battalion, 7th Cavalry

Task Force 2nd Battalion, 7th Cavalry's combat power consisted of fourteen M1A2 Abrams main battle tanks and thirty M2A3 Bradley tracked armored fighting vehicles. The M1A2 tank is armed with a 120mm smoothbore gun and three machine guns: a 12.7mm Browning M2 and two 7.62mm M240s. The Bradley carries six infantrymen along with a crew of three. It is armed with a 25mm M242 Bushmaster chain gun and one 7.62mm M240 machine gun. The M2 also carries a twin-tube Raytheon TOW BGM-71 antitank missile system.

Lieutenant Colonel James Rainey stated that his battalion "had everything we needed . . . uparmored Humvees, M1A2 tanks, M2A3 Bradleys, new 120mm mortars, and Barrett [.50 caliber] sniper rifles." He was initially given just two companies until he briefed the division commander. "General [Peter] Chiarelli [commanding general, 1st Cavalry Division] asked if I needed anything else and I told him I really needed that third company . . . it was critical to our mission. 'Take it,' he said." Rainey also was assigned an air liaison officer (ALO) and three U.S. Air Force enlisted terminal air controllers (ETACs), "almost the entire 1st Cavalry Division allotment of ETACs . . . and one lawyer."

Task Organization TF 2-7



2-7 1 RCT

A 2-7	C 2-7	C 3-8	B 215	HHC 2-7
1 A/2-7	1 C/2-7	1 C/3-8	SPT B/215	2 B/2-162
2 A/2-7	3 C/2-7	2 C/3-8	Maint. B/215	Scout HHC/2-7
3 C/3-8		2 C/2-7		Mortar HHC/2-7
				Medic HHC/2-7

14/30/12/12
M1A2 SEP/M2A3/UAH/Rifle Squads

Lieutenant Colonel James Rainey, commander of the 2nd Battalion, 7th Cavalry (2-7 Cav), "knew that something was going down in Fallujah," so when he received the warning order from the 1st Cavalry Division, he "put together a team and sent them to make liaison with RCT-1." He instructed his staff officers to get with their opposite numbers and gather as much information as possible. "I worked closely with the intelligence officers at Camp Fallujah," Capt. Michael S. Erwin said, "to get an idea of the type of fight they [the Marines] expected, where the enemy suspected locations were, where the suspected cache sites . . . and improvised explosive devices–making locations [were,] and things of that nature." The operations officer (S-3) of the 2-7 Cav, Maj. Tim Karcher, attended "a planning conference sometime in the middle of October and started laying the ground work for working with the regiment." Shupp ensured that Karcher was "brought into the planning immediately . . . mission analysis, planning sessions and course of action development." Karcher recalled, "We were able to shape their course of action a bit, their concept, to something that was more in line with our capabilities."

The initial plan, according to Rainey, was "a very narrow penetration into the city, along one axis of advance." He was concerned because he needed additional frontage to "get more firepower into the fight than we could on one main route." Shupp was "getting pressure from division for a single-axis penetration." Karcher explained that a penetration may be good on a linear battlefield, but "when there's a bunch of insurgent cells running around, without a command structure, it doesn't work as well." Shupp was also concerned. "To me, a one avenue penetration might well be a single point of failure." Rainey came up with another proposal: "A frontal attack on three different roads with a platoon of tanks on each road . . . toward Jolan Park on [a] parallel axis . . . and kill anybody that wants to fight." His plan was accepted.

To round out Natonski's force, the 2nd Brigade Combat Team of the 1st Cavalry Division (2BCT/1CD) was approved to form a cordon around the city. "The concept," Col. Michael Formica explained, "was that we would prevent anyone from leaving or reinforcing the city. We would also keep the lines of communication open and prevent indirect fire from hitting the Marine regiments as they were staging for the attack." Formica's formidable command consisted of "1-5 Cav, my mechanized battalion; 1st Battalion, 5th Infantry Regiment (1-5 Infantry) (Stryker); the Alpha Battery from my DS [direct-support] battalion, 3-82 FA [Field Artillery] and a couple of radars; the 15th FSB, our forward support battalion; the MP battalion; four aircraft . . . and the [Marine] 2nd Reconnaissance Battalion.

Natonski was overjoyed to get the army units. "We thought the world of them," he declared. "All three of their commanders were great . . . can-do individuals . . . . I'd take them in the Marine Corps anytime." Shupp echoed his comment. "I can't stress enough . . . these guys were incredible . . . they were complete professionals. Jim Rainey was very aggressive, knew his craft, and was prepared to go into combat and do the right thing." The feeling was mutual. Lieutenant Colonel James E. Rainey said, "I finally met Colonel Shupp. Great guy, all about team building, and he went out of his way to make sure we had everything we needed . . . I was very impressed. He's a very competent, successful infantryman, a warrior spirit kind of guy and very aggressive." Task Force 2-7 Cav was no stranger to the Marines, having fought alongside the 11th Marine Expeditionary Unit against Sadr's militia in Najaf and was proud to have "done some pretty robust destruction for them."

With the addition of the army units, the Fallujah assault force consisted of two Marine regimental combat teams, each with one army and two Marine battalions. Regimental Combat Team 1 (RCT-1) was designated the division's main effort, and comprised TF 2-7; the 3rd Battalion, 5th Marines (3/5); and the 3/1. Regimental Combat Team 7 (RCT-7) included TF 2-2; 1st Battalion, 8th Marines (1/8); and the 1/3. Regimental Combat Team 7 was in support of Regimental Combat Team 1. Natonski emphasized, "When you look at our task organization for this fight, it was multi-colored. Every service was represented—primarily Army and Marines—but there were also joint tactical air controllers (JTACs) from the Air Force, Navy Seabees, special operations forces, and SEAL sniper teams. This was truly a joint force—it didn't matter what uniform you were wearing—there were Marine engineers riding in [Army] Bradleys and Army M113 ambulances medically evacuating Marines off the battlefield—it was truly a team effort."

Natonski was also given 850 men of the 1st Battalion of the Black Watch Regiment (U.K.), which road-marched from Basra to work the rat lines from Fallujah into southern Baghdad. The employment of this famous British battalion, whose long history included fighting against the Americans in the Revolution, had to be approved at the highest level of the British government. "Their [Black Watch] secondment to a more volatile region under US command has caused an outcry," Kirsty Scott wrote in the October 25, 2004, *Guardian*, and these protests occurred "despite the prime minister's protestations that it was a practical and not political move . . . ." Within days of the redeployment, a suicide bomber killed three Highlanders. A fourth member was killed a few days later.

Six Iraqi battalions were attached to the Marines for the fight. Sattler remembered speaking to the Iraqis just before the battle. "I gave 'em the ol', you know, 'you are the future of your country . . . the destiny of Iraq lies in your hands . . . you must have the heart of the lion . . . you must have the warrior eye, and when you move forward the enemy does not stand a chance!' " The Iraqis exploded. "They almost got out of hand," Sattler chuckled, “everybody chanting and yelling ‘Fallujah, Fallujah’ and high fiving.” Sattler’s security was worried. “We’re right in the middle of about 1,500 to 2,000 Iraqis,” he remembered. “Everybody’s got an AK, a knife and grenades hanging off ’em and we didn’t know where they came from.” His message was taken to heart. “The battalion that went up the peninsula and took down the hospital and the battalions that fought with the RCTs, all stayed and got better every day.”

Mike Shupp was surprised with the caliber of the Iraqis, particularly after observing the performance of the Fallujah Brigade. Captain Michael P. Del Palazzo, an advisor with the 1st Battalion, Iraqi Intervention Force (IIF), was also concerned. “We’d all hoped the bad guys were weeded out of the brigade we took to Fallujah.” Another adviser, Capt. Brian B. Mulvihill, said that “sixty percent of the battalion deserted when they heard they were going to Fallujah, which was actually par for the course with any of the units that were told they were going to fight in the city.” The Iraqis were loaded into soft-skinned vehicles and sent on their way. “Every battalion was hit with both indirect and direct fire,” Del Palazzo said. “Every battalion took casualties.” Mulvihill’s battalion “was ambushed twice. One Iraqi soldier was killed, fifteen wounded and we lost two vehicles . . . but we made it.” Del Palazzo thought it was a big political victory. “It was the first example that these guys were ready—they weren’t going to cut and run—they were ready for the fight.”

Shupp was pleasantly surprised. “We received two battalions of Iraqi Security Forces, 1st and 4th Battalion IIF and a brigade headquarters. I had no idea about ’em, but they turned out to be great guys.” Colonel Craig A. Tucker, commanding officer of the 7th Marines, was also pleased. “This was their first combat. They had been formed three months earlier, and they’d [spent] their entire time guarding static installations. They had a very steep learning curve, but they learned well, and they did a good job for us during the time they were in there.” Natonski noted that the Iraqis “were very proud of their performance in Fallujah.”

Natonski’s guidance to his commanders was the need for speed. “We didn’t want the enemy to conduct a protracted defense in the city because we thought you’d see it in the news and ultimately there might be public pressure to end the attack, like the April fight.” Natonski wanted a quick penetration. “The quicker you could break through the enemy defenses, the more you could disrupt his command and control—and keep them off balance.” For this reason, the decision was made for the two army heavy-mechanized battalions to lead the attack with their armor and blow through the insurgent IED crust. Dunford stressed that the IED threat was “the single biggest concern for causing casualties and losing momentum.”

Initial Division Scheme of Maneuver

D-1 (November 6)

- Black Jack Brigade establishes a 270 degree cordon around the city.
- 1st Battalion, The Black Watch, assumes responsibility for patrolling the MSR from Fallujah to Baghdad.
- RCT-1 and RCT-7 complete movement to Camp Fallujah assembly areas.

D-day (November 7)

- Task Force 3rd LAR (Wolfpack), comprised of Headquarters and Charlie Company, 3rd Light Armored Reconnaissance Battalion; Bravo Company, 1st Battalion, 23rd Marines; and the Iraqi 36th Commando Battalion, secure the "Peninsula" and seize the Iraqi hospital and the Iraqi National Guard compound.
- RCT-1 and RCT-7 move from assembly areas to covered attack positions north of the railroad station and rail lines on the northern outskirts of the city.
- RCT-1 seizes apartment complex (3rd Battalion, 5th Marines) and train station (3rd Battalion, 1st Marines).

D+1 (November 8)

- RCT-1 and RCT-7 launch penetration attacks to defeat enemy insurgents.
- RCT-1, main effort, attacks in zone (western portion of the city) to seize division objective one, the Jolan District.
- RCT-7 (supporting effort) attacks in zone (eastern portion of the city) to seize division objective two, the Government Center.
- Teams of navy Seabees and 4th Civil Affairs Group shut down Fallujah's power.

The Air Scheme of Maneuver

Early in the planning process, I MEF decided that 60 percent of its aviation assets would be dedicated to support the operation. The MEF aircraft were to be augmented by "purple air," air force and navy planes. This allocation meant that there would be continuous fixed-wing aircraft overhead day and night, which cut the response time down to minutes. “There was an occasional period where it would take fifteen to twenty minutes to get something,” Maj. Andrew H. Hesterman, RCT-7’s air officer said, “Simply because we might have three or four different battalions engaged all at the same time.” He indicated that “there were over twenty Forward Air Controllers and [Air Force] JTAC (joint tactical air controller) teams on the ground in Fallujah—one team per square kilometer—vying for aircraft to support their unit[s]. In situations where the request outstripped aircraft availability, “troops in contact” trumped all other calls for support. Hesterman indicated that “regimental air officers did very well coordinating with each other. We often switched aircraft back and forth to support who was in the most severe contact at the time.”

Marine Air-Ground Task Force (MAGTF)

The mechanics of the aviation command relationship has been a hallmark of Marine aviation since World War II. The MAGTF is described as a balanced air-ground, combined-arms task organization of Marine Corps forces under a single commander structured to accomplish a specific mission. Comprising an aviation element, a ground element, a logistics element, and a command element, the MAGTF can be organized in three sizes: Marine expedition units, brigades, and forces, the Marine Expedition Force being the largest.

Fallujah presented a special problem for the air planners because of the city’s relatively small size—five square kilometers—and the large number of assault battalions. Hesterman credited the division air officer, Lt. Col. Gary “Static” Kling, with devising a workable air plan for integrating all the division fires, close air support (CAS), artillery, and mortars to support the division’s attack. The plan was called the keyhole CAS. Hesterman said, “The keyhole CAS concept was simply a template for airspace coordination. A template you can place anywhere, and automatically all the players know who’s where. It further facilitates the integration of surface based fires and multiple sections of aircraft to keep them from bumping into each other—[typically] twelve aircraft, four to six ISR (intelligence, surveillance, reconnaissance) platforms: Predator, Pioneer, Scan Eagle and Dragon Eye, three artillery batteries, and associated mortars; 81s, 60s and 120s.”

Keyhole Concept

The keyhole concept was basically a template with two rings graduated in nautical miles. The center of the template was placed on the reference point, which then positioned the rings. This inner ring, called the engagement ring, was five nautical miles from the center of the template. In the case of Fallujah, the template's center was located on a very distinct road intersection in the geographical center of the city, making it an easily identifiable feature. The second ring was located fifteen nautical miles from the center. Between the two rings, the circle was divided into four blocks based on the cardinal points north, south, east, and west. The blocks were further divided by altitude to provide vertical spacing. For example, the north block might have an altitude of 16,000 to 18,000 feet, south block 19,000 to 21,000, east block 13,000 to 15,000, and the west block 17,000 to 19,000. Major Andrew H. Hesterman said that the concept provided "enough maneuver room that a section of aircraft could be in a particular sector and altitude block and not have any worries about getting shot by artillery going through their airspace or running into other aircraft."

Hesterman described the process: "An aircraft calls he's inbound and the controlling agency would assign it a sector and an altitude block. The Forward Air Controller (FAC) talks the pilot onto the target and calls the controlling agency with a time on target (TOT). If approved, the aircraft drops its ordnance and then egresses the air space."

Another issue the planners faced was low altitude aircraft, particularly helicopter medevac and gunship support. The problem was solved by keeping the keyhole altitude parameters above three thousand feet—anything below that was open airspace—and keeping them one kilometer from the city's edge. This distance still allowed the Cobra AH-1W to fire its AGM-114 Hellfire missiles against targets in the city. Hesterman said, "For the most part, rotary wing (helicopters) flew at 500 feet, so the only piece to worry about was deconflicting the inner circle and someone dropping above the helicopter." The solution involved instituting a three-minute no-bomb rule to allow the medevac helicopter to pick up the casualty and get out. The low altitude was problematic for helicopters within one thousand meters of the city because of the high threat from insurgent small arms and RPGs. Hesterman indicated that he was aware of two AH-1W Cobra helicopters that were shot down by RPGS. "Both of them were able to execute an emergency landing and the crews were promptly picked up with minor injuries. One of the aircraft was destroyed and the other recovered."

Shoot Down

Captain Dale R. Behm was piloting one of the Cobras that was destroyed. "We had just escorted a casevac helicopter to TQ [al Taqaddum airbase]," he said, "when we received word that there was another urgent evacuation." A CH-46 (nicknamed "Phrog") was launched, with Behm's aircraft as escort. They picked up casualties in the southeastern corner of Fallujah, flew to Baghdad, and dropped them off at an army field hospital. "As we were flying back, we heard a call on the radio that a Cobra had just been shot down on the western side of the city. Literally, twenty seconds later the '46 pilot asked, 'Are we taking fire?' I closed the distance to his aircraft and saw that he was definitely taking fire . . . flashes in the air and small black puffs." Behm told the pilot to jig to the right and dive. Suddenly, Behm's copilot exclaimed that they were taking fire from behind. "I 'J-hooked' on the spot," he said, "immediately ripped the aircraft around 180 degrees, and rolled in on the target, which was easy to see because the muzzle flashes of a ZU-23 are pretty easy to spot." As Behm turned, he started firing rockets, walking them into the gun position. His third rocket hit dead on. "It's funny," he recalled, "I can tell you what the Muhj were wearing at the time of impact."

Behm made a hard right-hand turn down a canal and passed over two trucks. "Suddenly we felt the impact of hits

The keyhole concept also incorporated the maximum ordinate of artillery. Their location at Camp Fallujah required them to fire across the city. The planners set the inner ring altitude at 9,000 feet, permitting artillery and mortars to fire to a maximum of 8,500 feet. Outside the ring, artillery could fire to an 11,000-foot ordinate. The UAVs were on their own. The planners accepted the risk of them being shot down. The drones' working altitudes depended on the characteristics of each type employed: Predator, Pioneer, and Scan Eagle.

The air plan called for two sections of fixed-wing aircraft to be on station over the city seventeen hours per day. Two air force AC-130s (Basher) were tasked to provide support at night—one for each regiment—augmented by one section of fixed-wing aircraft. They would operate at altitudes of nine thousand to eleven thousand feet, in slightly overlapping tracks. Aircraft loads were specified in the aviation support plan:

on the aircraft," he recalled, "and what we assumed was an RPG that impacted on the bottom. The aircraft lifted into the air and dropped about 5 five feet . . . Whoosh!" At that point, the two pilots had all sorts of problems—radios went out, gauges started to go, and stuff flew through the cockpit—serious damage. "I could clearly hear the switches that control the stability of the aircraft click to the off position," Behm explained, "meaning there was no hydraulic power. I couldn't believe we were still in the air with no hydraulics."

As Behm flew the aircraft, he had the other pilot radio the CH-46 that they had significant battle damage. "I lost the ability to control just about everything and was flying directly toward a power line," he said. "I pulled back on the stick, pushed on the pedals as hard as I could and just cleared it. The co-pilot spotted the perfect place to land, a plowed field with the furrows running in the direction we were heading." The aircraft struck the ground with its left skid, leaving a deep furrow for fifty meters before the right skid touched down. "The skids sunk in the mud and slowed us down . . . super fortunate," Behm exclaimed. "There was hydraulic fluid and fuel all over and the aircraft was smoking." The two pilots scrambled out and ran to the CH-46, which had turned around to pick them up. Neither pilot was injured, but the aircraft burned and was totally destroyed. "We were very, very fortunate," Behm reiterated.

- AH-1W SuperCobra: four Hellfire antitank missiles, two TOW antitank missiles, rocket pod, and three hundred to four hundred rounds of 20mm ammunition
- F/A-18 Hornet: one GBU-38 500-pound JDAM bomb, two GBU-12 500-pound laser-guided bombs, or one GBU-12 and one laser-guided Maverick missile. Colonel Earl S. Wederbrook of the air staff said, "One of the more unusual facts of this battle was that 100% of the bombs dropped were precision guided munitions (PGM). For comparison, only about 5 to 10% of the bombs dropped in Desert Storm were PGM."
- AV-8B Harrier: one GBU-12 or one Maverick
- All USMC aircraft were configured with a Litening targeting pod (high-resolution, forward-looking infrared sensor [FLIR] that displays an infrared image of the target)

- Two AH-64 Apache helicopters provided a direct support role to the Black Jack Brigade

The pilots used a single gridded reference graphic, which was basically a high-quality overhead photo of the city. "Nearly every building was identified with a name or number," Colonel Earl S. Wederbrook, 1st Marine Air Wing staff, explained. "Endless hours of reconnaissance by unmanned aerial vehicles with cameras, satellites, and aircraft of every kind were coordinated and the information collated into a fusion cell." The resulting map was based upon target reference points, phase lines, and building-naming conventions of the two assault regiments. "Fallujah was mapped out to the foot," Wederbrook said, "Every visible enemy roadblock, stronghold, suspected weapons cache, safe house, rat hole or storage bunker was located, identified and labeled." The graphic was designed to be used in the cockpit. "Pilots spent untold hours studying the maps," he pointed out, "perfecting their tactics. The rules of engagement were very explicit . . . do not drop unless you are absolutely sure of your target. And then only use the munitions that would minimize collateral damage." Wederbrook emphasized that "certain buildings and all mosques were strictly off limits . . . map drills were held every night pointing out buildings that were not authorized as targets." He indicated that "pilots memorized the collateral damage estimates and danger close distances of all their available ordnance."

The photo was made red-light readable. The 1:7,500 scale image included overlays with the grid lines, phase lines, and target reference numbers. The image was further subgraded in 250-meter increments and labeled for eight-digit coordinates to facilitate quick target acquisition. Wederbrook said, "Friendly location information had to be passed instantly and with absolutely no error. Every pilot was focused on avoiding fratricide, the accidental killing of friendly forces." A 1:5,000 scale version was also produced. Ground troops received an additional overlay of approximately seven hundred buildings with accompanying coordinates and designated city blocks outlined. All units received these aids via the division's website about four weeks prior to the operation.

In addition to maps, aerial photographs, and graphics, the Cobra squadron, HMLA-169, constructed a sand table of the city. "We spent hours and hours digging a huge thirty- by forty-foot sand table of the city that had all the map references, grid lines and key terrain features," Capt. Dale R. Behm recalled. "Whenever we had free time we would walk out and study the table." They placed various overlays—grid coordinates, reference points, and other features—on it to divide the city into easily identifiable segments. The squadron also marked out an area the size of the city in the desert to practice close air support tactics. "We took a piece of desert about thirteen to eighteen miles southwest of Al Asad and used the Keyhole close air support points for practice," he said. "It did not have target reference points . . . no river, no cloverleaf . . . but we knew their relationship to the ground because we were intimately familiar with the geography of the area. We knew the city like the back of our hands." Behm practiced the procedures he expected to use on missions, "the same radio call signs, the same tactics, the same weapons envelope and the same communications . . . inside the cockpit and within the section to simulate the actual flight." The squadron's preparations were extensive, weeks of study and practice. He recalled that "peer pressure worked to ensure every pilot was intimately familiar with the details of the operation . . . no one wanted to be caught unprepared."

Tactical Control Measures

Assembly area: An area in which a command is assembled preparatory to further action.

Fire coordination line: A control measure that allows commanders to coordinate all air-to-ground and surface-to-surface attack operations. It should follow well-defined terrain features.

Line of departure: A line designated to coordinate the departure of attack elements: that point at which attacking elements cross from friendly held ground into enemy territory.

Objective: 1. The clearly defined, decisive, and attainable goals towards which every military operation should be directed. 2. The specific target of the action taken (for example, a definite terrain feature, the seizure or holding of which is essential to the commander's plan, or, an enemy force or capability without regard to terrain features).

Passage of lines: An operation in which a force moves forward or rearward through another force's combat positions with the intention of moving into or out of contact with the enemy.

Phase line (PL): A line utilized for control and coordination of military operations, usually an easily identified feature in the operational area. A commander utilizes phase lines to control the movement of his units. For ease of identification in Fallujah, the main streets were designated phase lines. Girls' names, in alphabetical order, were used from east to west: e.g., Beth, Cathy, Donna, and Fran (Highway 10), while boys' names were used from north to south: Charles, Ethan, George, and Henry.

Warning order: A preliminary notice of an order or action that is to follow.

The division released a document titled, “Fallujah Clearing Operations,” signaling that the operation was a go. It stated, “I MEF and Iraqi security forces will conduct clearing operations in the vicinity of Fallujah proper, in order to defeat extremist forces, when ordered.” The document characterized the city as a safe haven for foreign fighters, terrorists, and insurgents, “a cancer on the rest of al-Anbar Province.” It outlined the steps necessary to prepare the city for the attack—or in Marine parlance, “to shape the battlefield to support the scheme of maneuver of the ground forces.” Planners developed a target list that included “safe houses, meeting places, caches, heavy equipment, insurgent patrols, crew served weapons, indirect fire weapons, fortifications (both surface and underground), and communications locations.” Major Sean Tracy said, “The operation started on 17 June with our first shaping targets.” The concept proposed selective air, artillery, and special-operations strikes against the targets to soften up the insurgent defenses and set the conditions for the assault phase or “decisive operations.”

Tracy pointed out that “we only wanted to hit a few targets a night for a long period of time. We didn’t want to have seventy or eighty 2,000-pound bombs dropping on the city all at once. Not that we’re concerned with what was going on in Fallujah, but you start watching this on TV and you see all those bombs dropping, and somebody’s going to throw up their hands and say, ‘Hey, isn’t this enough?” Tracy was referring to the April battle when the insurgents won the information-operations (IO) battle. “One of our smart IO guys came up with an IO threshold for Fallujah,” he said. “This is the point we can push in Fallujah without losing the war of words.” Lieutenant Colonel Bentley Nettles, Multinational Corps-Iraq IO field-support team chief, helped plan the information operations campaign. “The concept was to conduct kinetic operations in such a manner leading up to the actual going back into the city so that while it approached the IO threshold, it would not go above it. Our goal was to keep it below for as long as possible . . . so when kinetic operations did kick off, it wasn’t a big jump. Reporters and the world would become accustomed to the artillery and air attack.”

Iron Mountain

The primary activities for the first phase of the operation were collecting intelligence; planning and shaping the battlefield by various means, both kinetic (force of arms) and nonkinetic (IO); moving the forces into position; and building the “iron mountain” (pre-staged supplies, ammunition, and fuel). One of the lessons learned from the first battle was to stockpile essential supplies. “A disruption of the supply lines was one of our worst-case planning assumptions,” Sattler pointed out. “Building the iron mountain mitigated this risk.” During the

April battle, the insurgents had heavily targeted the road network and interrupted supply, leaving the division, at one time, with only a two-day stock of fuel. "The enemy virtually shut down the main supply routes (MSR) surrounding Fallujah," Dunford explained. "They were continuously interdicted." The resupply convoys took heavy losses and had to be protected by scarce infantry assets. "The enemy not only fought us in Fallujah," Natonski recalled, "but in Ramadi, Hasaybah, and across al-Anbar Province trying to disrupt re-supply and spread out our combat resources and we thought that same thing would happen this time, as well." John Toolan had a recurring nightmare: "Seeing an oil tanker on fire in my area, which just gives the enemy a major information campaign victory, because look what they've done; they have burned another fuel truck. It's very frustrating." Toolan's nightmare became reality when a newspaper report described a pall of black smoke from a burning U.S. fuel truck that had just been hit by an RPG, killing a soldier and the Iraqi driver. A short distance away, the loudspeakers from a mosque called the faithful to "attack the supply convoys coming to Fallujah."

Major General Richard S. Kramlich, commanding general First Service Support Group (1st FSSG), "developed a template of multifunctional combat service support battalions (CSSB) echeloned forward in direct support of RCT-1 and RCT-7." The organizational structure ran from 1st FSSG through Combat Service Support Group-11 (CSSG-11) to Combat Service Support Battalion-1 (CSSB-1) and Marine Service Support Group-31—CSSB-1 supported RCT-1, while MSSG-31 supported RCT-7. MSSG-31 arrived in Kuwait in early September and started an intense training program focused on convoy procedures and weapons training. Its commander, Lieutenant Colonel James A. Vohr, recalled, "Two or three days after arriving, we learned that we were going to Iraq but I don't think I MEF knew how we were going to be employed." Vohr flew to al-Assad for a planning conference where he learned that "everything was leaning toward Fallujah." The conferees focused on identifying logistic requirements to support a large scale build up of forces in the area. Major General Kramlich pointed out that "operational planning was centered on appropriately tailoring an existing supply and material distribution network to sustain intense, extended combat operations within the Fallujah-Ramadi region."

The resulting plan, Kramlich said, "created a level of combat essential sustainment stocks that gave us depth of capability but still allowed for flexibility. We created . . . iron mountains that ran along an east-west axis from Camp Fallujah to al-Assad, al-Qaim, and Korean Village that eventually supported a ground force of eight U.S. battalion and five Iraqi battalions with their respective attachments."

The 1st FSSG worked around the clock to build up a supply of "bullets, beans, and bandages," Marine lexicon for ammunition, food, and medical supplies. "In preparation for Operation Phantom Fury," Natonski remembered, "we built fifteen days worth of supplies at Camp Fallujah . . . about four miles outside the city." Vohr recalled "scrambling to get ready . . . carving out space and fitting in with existing units." He joined an engineer platoon from RCT-7, which had two bulldozers that dug ammunition and storage pits with high earthen berms for protection.

The usual concept of "just on time delivery" was scrapped. The old system was just like Wal-Mart, Natonski said, using an analogy to describe it: "You run out of Coke on the shelf and within 24 hours there's an 18-wheeler driving in with a new shipment. The difference out here is that Wal-Mart doesn't have to contend with ambushes or IEDs." Vohr was particularly concerned about the IED threat. "We ran our supply convoys in the daytime," he said, "because we could drive at sixty and seventy miles per hour, which made us less susceptible to IEDs. In addition, we didn't have to worry about night-time traffic which often had inexperienced drivers or third country nationals at the wheel."

The iron mountain changed the concept of supply delivery. "Our distribution plan for supplies," Dunford related, "was driven by the threat and by the desire not to expose our lines of communication during the operation." He praised the efforts of the logistics unit. "The FSSG did a great job of sitting down and going through all the items that we would need and making sure we had the right amount at the right place." Each of the two assault regiments had a CSSB in direct support.

Chapter 14

Shaping the Battlefield

This is the closest you'll ever come to a battle between good and evil.
—Lt. Col. Peter Newell, U.S. Army

Mike Shupp's regiment had begun limited offensive operations well before the division issued its planning directive. "We always looked at it as Fallujah was inevitable," he said. "Our shaping operations started with strikes against the enemy—two or three a week to maintain the initiative." In one of the first operations, he sent a tank-infantry force against the northeast corner of the city. "Imagine the Olympics when they show those pictures of the crowds with the flashing cameras," Shupp related. "With our night vision goggles on, the whole city was lit up with those flash bulbs[,] but in this case, the flashes were actually small arms fire . . . ." The operations were designed to focus the insurgents on where they thought the American attack was going to come from. Major Andy Dietz, information operations officer, 1st Marine Regiment, confirmed it. "A lot of time was spent operating, whether it was demonstrations, limited objective attacks, feints along the southeast and eastern approaches to the city. We wanted them to prepare their defenses to where they thought we would be coming from." Mike Shupp confirmed the deception. "We had to be convincing to focus the enemy's attention," Shupp said, "and they fell for it."

Natonski stressed that operations drove intelligence collection, which in turn supported operations. "Our intelligence preparation of the battlefield had indicated that the city was more heavily defended on the eastern side so we conducted feints from that side . . . but we didn't neglect the other sides of the city." A series of feints was launched with code names such as Black Bear One and Two, Diamond Cutter, and Diamond Grinder, to gather intelligence and focus the enemy's attention to the south of the city, while disguising the true location and timing of the attack. The heavily armed feints by tanks, LAV-25s, and armored Humvees were fiercely resisted, which was what the Marines wanted. “We’d just poke our nose in until someone shot at us,” Colonel Tucker said matter-of-factly. His regimental daily summary noted, “1st Battalion, 3rd Marines, conducted a feint south of the city and a cordon and search on the southeast. The two operations included elements of three companies (a Light Armored Reconnaissance Company [LAR], a tank company and a rifle company), supported by artillery, 81mm mortars and fixed wing aircraft. The insurgents responded with small arms, RPGs, mortars and machine guns. AV-8B Harriers and F/A-18s with 500-pound bombs were called in, destroying two buildings containing machine guns, a mortar position, and a trench line.”

Shaping Operations

Shaping operations is a military term used to describe all lethal and nonlethal activities to influence the enemy commander’s decision by attacking the enemy’s critical vulnerabilities. Objectives include:

- Limit enemy freedom of action.
- Deny the enemy the capability to concentrate forces.
- Deceive the enemy as to friendly intentions.
- Destroy enemy capabilities.
- Alter the tempo of operations.
- Gain and maintain the momentum.
- Influence perceptions of the enemy, allies, and noncombatants.
- Gain information about the enemy.

Shaping incorporates a wide array of functions and capabilities:

- Direct attack
- Psychological operations
- Electronic warfare
- Deception
- Civil affairs
- Information operations
- Public affairs
- Engineer operations
- Medical services
- Logistics operations

Shaping makes the enemy vulnerable to attack, impedes or diverts his attempts to maneuver, aids friendly force maneuver, and dictates the time and place for decisive action. The objective is to eliminate the enemy’s capability to fight effectively.

Captain Gil Juarez commanded Charlie Company, 1st Light Armored Reconnaissance Battalion (Warpigs), on a feint toward the southwestern side of the city. "We started receiving small arms and sporadic mortar fire about seven hundred meters out but we were far enough away that it was ineffective," he recalled. "We did have contact with an insurgent element that was trying to flank one of my platoons but we fought them off. Basically it was a supporting arms engagement—artillery, our 25mm cannon[,] and I don't know how many flights of rotary and fixed wing that we brought in . . . . we had them stacked up!"

The operations were effective in gathering tactical intelligence about the enemy. They confirmed several lines of obstacles and fortified lines of resistance containing over three hundred well-constructed defensive positions—road blocks, Hesco barriers, berms, and sniper and fighting pits. Many barriers were laced with IEDs, which were discovered when explosions were observed after artillery fire struck a road block. A line of secondary blasts radiated out from the obstacle. Major Sean Tracy emphasized, "All we were doing was collecting intelligence on them. Every time our troops would run up the road the insurgents would pop up on buildings, our snipers would get them, and the aircraft flying over would zap them. So, these guys [insurgents] were tired."

The layout of the insurgent defenses clearly showed their concern for an attack from the east, especially from the embattled cloverleaf and the areas

Lockheed AC-130

The Lockheed AC-130 gunship is a heavily armed ground-attack aircraft, manned by a crew of thirteen. It incorporates side-firing weapons integrated with sophisticated sensors and navigation and fire-control systems to provide precision firepower or area-saturation fire. Its armament consists of 7.62mm miniguns, 20mm Vulcan cannons, and a 105mm howitzer, which can fire six to ten 50-pound shells a minute. The AC-130's optimum altitude in Fallujah was somewhere between seven and nine thousand feet, which allowed its sensors to positively identify armed insurgents.

Major Andrew H. Hesterman, air officer for Regimental Combat Team 7, explained, "The beauty of the AC-130 is the long on-station time, the multiple ordnance it can deliver, and its dedicated crewmen who are looking at the target area with low-light TV." Call sign "Basher," the gunship obtained almost legendary status among the soldiers and Marines in the city. Rainey stated unequivocally that "anybody who moves at night with a weapon when Basher is up, is going to die."

Unmanned Aerial Vehicles

Unmanned Aerial Vehicles (UAVs) proved their worth during the Persian Gulf War. In one memorable incident, Iraqi troops on Faylaka Island surrendered to a low-flying Pioneer UAV that had been launched by the battleship USS *Wisconsin*, which was still over the horizon. Fearing they were going to be targeted by the ship's 16-inch guns, the Iraqis waved white handkerchiefs, undershirts, and bed sheets. The Pioneer operator asked the ship's commanding officer, "Sir, they want to surrender, what should I do with them?"

After the war, upgraded UAVs were used during the air campaign and subsequent peacekeeping operations in the Balkans. They provided surveillance over areas that were deemed too hot for manned aircraft and were so effective they forced Serb forces into hiding. The UAV really came of age in Afghanistan, when weaponized versions were deployed with Hellfire anti-armor missiles against Taliban and al Qaeda targets.

During Operation Phantom Fury, the Marines and army used four UAV systems:

- The RQ-2 Pioneer was developed by AAI Corporation and Israel Aircraft Industries and had been in service since 1986. It was launched by catapult or from a runway. The fourteen-foot vehicle weighed 450 pounds and could achieve an altitude of fifteen thousand feet for up to five hours with a seventy-five-pound payload. It relayed analog video in real time via a line-of-sight data link. Its primary function was intelligence, surveillance, reconnaissance, target acquisition (ISR/TA), and battle damage assessment. According to Maj. David Funkhauser, Marine Corps Warfighting Laboratory, the Marine Corps has transitioned from the Pioneer to the RQ-7 Shadow.
- Dragon Eye was developed by Naval Research Laboratory and the Marine Corps Warfighting Laboratory. It is used primarily

north and south of it. Intelligence also identified thirty-three mosques that were being used as meeting places, weapons storage areas, and interrogation and torture centers. The Jolan District in the city's northeast section was identified as an insurgent stronghold. A reconnaissance team discovered four IEDs on the Brooklyn Bridge. The team left them in place, after marking them for destruction by an explosive ordnance disposal (EOD) unit. "We didn't want

Dragon Eye UAV weighs 5.1 pounds and is used primarily for reconnaissance. Its two man crew can assemble it in ten minutes and guides it by a handheld computer. Its sensors include full-motion color and low light. *USMC*

for reconnaissance. The man-packed, hand-launched vehicle is three feet long, with a 3.75-foot wingspan and weighs 5.1 pounds. It has a ceiling of three hundred to five hundred feet, can stay aloft for one hour, and has a 6.2 mile range. Dragon Eye's two-man crew can assemble it in ten minutes and can guide it by a handheld computer. Its sensors include full-motion color and low light.

- Scan Eagle, built by Boeing and Insitu, is launched using a pneumatic launcher. It carries an inertially stabilized electro-optical infrared camera that can resolve objects as small as a vehicle from at least five miles away. The vehicle has a ten-foot wingspan, weighs forty pounds, and has a speed of seventy-five knots and an endurance of over twenty hours.
- RQ-11 Raven is a man-portable system with a wingspan of four feet, length of three feet seven inches, weight of four pounds, and an endurance of eighty minutes. Launched by hand and powered by an electric motor, it is a new-generation miniature unmanned aerial vehicle (MUAV). The vehicle has a color electro-optical camera and an infrared camera for night operations. It has a 6.2-mile range and speed of twenty-eight to sixty miles per hour, with a ceiling of one thousand feet.

the damn IED to blow up in our face," the team leader reported, "so we didn't attempt to destroy them."

The feints and demonstrations intensified after I MEF sent its planning directive to the two regiments. "We're watching the whole city with our unmanned aerial vehicles and our reconnaissance efforts," Shupp said, "and we're getting great intelligence." Major Travis L. Homiak, operations officer, 2nd

Reconnaissance Battalion, conducted a sniper operation against the insurgents in "Queens," in the southern district of the city. "We basically task organized all the battalion snipers and put them in various positions on the eastern side of Queens in an attempt to illicit a response from the enemy," he recalled. The recon teams got what they asked for: "hefty mortar fire." "We called in artillery support and an AC-130 on the enemy positions." The teams went in again, "using chemical lights to replicate the positions they had the night before." A three-man team was taken under fire by a machine gun located in a bunker. "We broke contact," Staff Sgt. Christopher S. Jewell reported, "and called in supporting arms. We just blew the shit out of that bunker."

Jim Rainey was concerned about the ground his battalion would have to move over and requested permission to conduct a limited reconnaissance. "I was very interested in getting eyes on the objective and conducting some reconnaissance. Colonel Shupp agreed to let us go up and do one of those limited objective attacks." He was given clear guidance not to get decisively engaged, but was authorized to engage and destroy any insurgents they encountered. "We got close to the city," Rainey recalled, "and used our optics to make sure we all understood where our attack routes were . . . and we got a good orientation on the breach point." During the reconnaissance, one of the tankers spotted three enemy fighters in a bunker on top of a building. He engaged them with a main gun round from about 1,500 meters, which ended the reconnaissance on a positive note.

While the reconnaissance teams worked at ground level, UAVs flew overhead, identifying insurgent command centers, storage areas, barriers, and defensive positions. With their electro-optical and infrared cameras, the UAVs provided real-time intelligence around the clock. United States Army Capt. Natalie Friel said the Marines "just had great UAV coverage." "Looking at all the pictures, you could see that this was just not another city where people were living normally. It was definitely a fortified zone with huge speed bumps everywhere and concrete barriers along the roads. They had been preparing a long time for us to attack." Major Hesterman claimed that UAVs were essential in identifying hostile action or proving hostile intent so that the target could be engaged. "A majority of our shaping targets that we hit were based on Scan Eagle, Pioneer, and Dragon Eye," he reported.

Hesterman related a UAV incident that occurred during the battle: "As one of our companies got within small arms range of a very large mosque, it started taking sniper fire from one of the minarets. The insurgents had chipped out the dark colored tiles to make camouflaged gun slots." Hesterman called in an air strike with laser-guided bombs. "With Pioneer overhead providing images, we were able to talk the pilot onto the target. He destroyed the minaret with a 500-pound bomb and did only minimal damage to the mosque . . . it worked like a champ." Captain Jeff McCormack, intelligence officer of the 3/1, reported that before the assault, they maintained continuous coverage over their battle space. "We flew Dragon Eye (UAV) over what was going to be our breech and our portion of Fallujah. We recorded it all on 8mm tape and showed it to the commanders . . . and to the companies in the chow hall. They got to see what the city looked like, the people on the roads, everything."

Mike Shupp bragged, "One of our most successful people for engaging the enemy was a corporal in our S-2 [intelligence] section. He was an expert at using Scan Eagle. He would just find the enemy and based on his information, we would strike them and take them apart bit by bit." Both army and Marines used UAVs to spot targets. "We were always looking forward of the companies, prepping the battle space. We were basically another FO [forward observer]." Army Captain Michael S. Erwin recalled proudly, "As soon as we flew Raven, we were able to see the grid and were able to call down 120mm mortar fire and within minutes we had rounds on target." "If that didn't kill the enemy," he said tongue-in-cheek, "it certainly let them know we were there!"

It didn't take the insurgents long to figure out what those noisy, slow-moving aircraft were. "The enemy knew we were flying the UAVs over their heads," Erwin reported. "One of our Ravens made it back with bullet holes in it—pretty impressive for a small plane." Jeff McCormack recalled, "We lost a total of three Dragon Eyes, but it was worth it. When the insurgents shot at them, it was clearly hostile intent, so we were able to engage them."

Chapter 15

Rules of Engagement

A directive issued by competent military authority
that delineates the limitations and circumstances under which forces
may initiate and prosecute combat engagement
with other forces encountered.

UAVs proved to be an important factor in verifying enemy combatants in order to comply with the rules of engagement. However, even with a visual sighting, it was often difficult to obtain approval to hit the target. “We had very, very rigid ROEs,” Shupp explained, “almost to the point of being too demanding on engaging.” Major Stephen Winslow said that “the regiment was pretty frustrated in holding back. They knew that shortly they would be facing the insurgents on the ground.” According to Maj. Andrew Hesterman, “We could not engage [targets] until we could positively identify either hostile act, or hostile intent—and that basically boiled down to guys carrying weapons.” Brigadier General Dunford thought that people made the rules more complicated than necessary. He boiled them down to, “you got a hostile act, you got hostile intent, it’s pretty clear. You can kill ’em.”

Strict adherence to the ROE was frustrating to the men who compiled the list of targets to be hit. Jeff McCormack complained, “We had a lot of good intel that told us where a lot of strongholds were, a lot of weapons caches, but for whatever reason we weren’t able to strike those targets until Marines were in contact.” Shupp was also disappointed. “The whole time we were developing the enemy situation, we were struggling with I MEF to try to get the target approved,” he complained. “They had exacting requirements for description of enemy activities and types of weapons [and this] led to lost opportunities.”

1st Marine Division Rules of Engagement (ROE)

- No forces are declared hostile. However, individuals within the Fallujah AO who are carrying arms openly are demonstrating hostile act/intent unless there is evidence to the contrary; pose an imminent threat to Coalition Forces, and may be attacked subject to the following instructions:
- Positive identification (PID) is required prior to engagement. PID is a reasonable certainty that the proposed target is a legitimate military target.
- Do not engage anyone who has surrendered or is out of battle due to sickness or wounds.
- Do not target or strike any of the following except in self-defense to protect yourself, your unit, friendly forces and designated persons or property under your control:
    1. Non-combatant civilians
    2. Hospitals, mosques, churches, shrines, schools, museums and other historical and cultural sites
    3. Civilian populated areas or buildings unless the enemy is using them for military purposes or if necessary to your self-defense
    4. Iraq infrastructure (public works) commercial communication facilities, lines of communications (roads, highways, tunnels, bridges, railways) and economic objects (commercial storage facilities, pipelines), unless necessary for self-defense or if ordered by your commander. If you must fire on these objects to engage a hostile force, disable and disrupt but avoid destruction if possible.
- Curfew violation alone does not equate to hostile intent but is a factor to consider in determining hostile intent. Time permitting, the On Scene commander/senior Marine, Soldier present will determine if circumstances require the use of force in self-defense.
- Minimize collateral damage to innocent persons and property

In one instance, a local informant told McCormack where an al-Qaeda safe house was located: “They meet there every night at 2100.” A UAV confirmed multiple cars at the location exactly as predicted; however, the mission was disapproved because there was no positive identification that the attendees were al-Qaeda. McCormack was told that he’d have to have a source inside the

- The use of force, including deadly force is authorized to protect the following:
    1. Yourself, your unit and friendly forces
    2. Detainees
    3. Civilians from crimes that are likely to cause death or serious bodily harm, such as murder or rape
    4. Designated civilians and/or property, such as personnel of the Red Crescent, UN and UN/US supported organizations
- Treat all civilians and their property with respect and dignity. Do not seize civilian property, including vehicles, unless you have the permission of a company level commander and you give a receipt to the property's owner
- Detain civilians if they interfere with mission accomplishment or if requested for self-defense
- CENTCOM General Order No. 1A remains in effect. Looting and the taking of war trophies are prohibited.
- The unauthorized movement of civilian vehicles towards Marines may pose an SVBIED threat and demonstrate a hostile intent. Time permitting the On Scene Commander/Senior Marine/Soldier present will determine if circumstances require the use of force in self-defense
- When force is used, consider escalation of force procedures and limit force to that amount necessary to terminate the threat
- NOTHING IN THESE RULES LIMITS YOUR RIGHT AND OBLIGATION TO SELF-DEFENSE AND DEFENSE OF YOUR UNIT. TAKE ALL APPROPRIATE MEASURES AND USE PROPORTIONAL FORCE WHEN EXERCISING THIS RIGHT!
- *Remember*
    1. Attack enemy forces and military targets only
    2. Spare civilians and civilian property if possible
    3. Conduct yourself with dignity and honor
    4. Comply with the Law of War
    5. If you see a violation, report it

house to confirm. "Well, no source in his right mind is going to do that," he grumbled. "It was very frustrating to get good information but then we couldn't do anything about it." Colonel Tucker knew that mosques were being used as insurgent command posts and ammunition supply points but were protected and could not be hit. He was particularly incensed by the Fallujah police, which he characterized as “uniformed terrorists.” “We knew we were going to end up fighting them,” he said, “but how do you explain to the world that you just wiped out the Fallujah police department?”

Natonski reported, “There were many times that my regiments had targets that they wanted to engage, but because of the rules of engagement and the amount of collateral damage, we were precluded from hitting certain sites in the city.” Sattler was well aware that “there was some friction and anxiety based on not getting my approval . . . there’s always somebody who has a different view. I had a lot of discussion with Rich Natonski and his staff as to what constituted necessary targets and what I would not let them strike. However, anytime that you control the ‘yes’ or the ‘no’ on striking targets, which is going to facilitate warriors moving forward, those are tough calls.” As I MEF commander, Sattler had the “responsibility to clear all targets from September through the 7 November, until the [assault force] crossed the line of departure,” after which the division and the two regiments cleared targets.

Initially, the main purpose of the rules of engagement was to limit the collateral damage “to the greatest extent possible.” It was a big factor in planning the operation. “We clearly understood that we couldn’t destroy Fallujah in order to save it,” Dunford emphasized. He pointed out, “There was a model for determining collateral damage. Each time we had a target, it was weighed; ‘what does this target give you, and what collateral damage will we experience as a result of it.’ I don’t believe this caused ambiguity. I think Marines were pretty clear as to what they could or couldn’t do.” Dunford went on to say that once the battalions crossed the line of departure, the rules changed. “In a major combat action, you’re not going to risk a Marine. If you’re taking fire from a building, you’re going to respond with whatever force is necessary to eliminate the threat.”

Natonski explained, “We tried to use a progression of force in our operations. If there was a rifleman in a building we would use small arms. If there was more than one person and they were firing RPGs then maybe we’d shoot a Hellfire into the building. As the battle progressed, because of the intensity of the resistance and if we knew there were insurgents in buildings, in some cases we’d drop the structure before we’d risk soldiers’ or Marines’ lives by sending them into the buildings. We used everything from tanks at close range to D9 armored bulldozers to 500-pound joint direct attack munitions (JDAMs). But we’d try to isolate that one specific building rather than damaging the entire neighborhood. It was important to safeguard the Marines, soldiers and civilians in the city; you can always rebuild a house, you can’t rebuild a life.”

There were some highly sensitive targets that even Sattler could not approve. “Some had to be cleared through Gen. Metz and in some cases all the way up to the Secretary of Defense,” Sattler pointed out, “and sometimes we didn't get it." Most of the restrictive targets had to do with mosques, which were information operations sensitive. The MEF complained that "the IO designation proved overly cumbersome and restrictive for targeting." Despite the complaints, Tucker thought on balance the rules of engagement were not super restrictive. "I think it was a good example of two and three star generals making very challenging decisions. It was extremely frustrating for some of my junior officers because they just didn't understand. We had to submit targeting packages up to the MEF and in some cases to Multi-National Forces Iraq or even higher."

What's in a Name?

Phantom Fury/Al-Fajr (New Dawn)

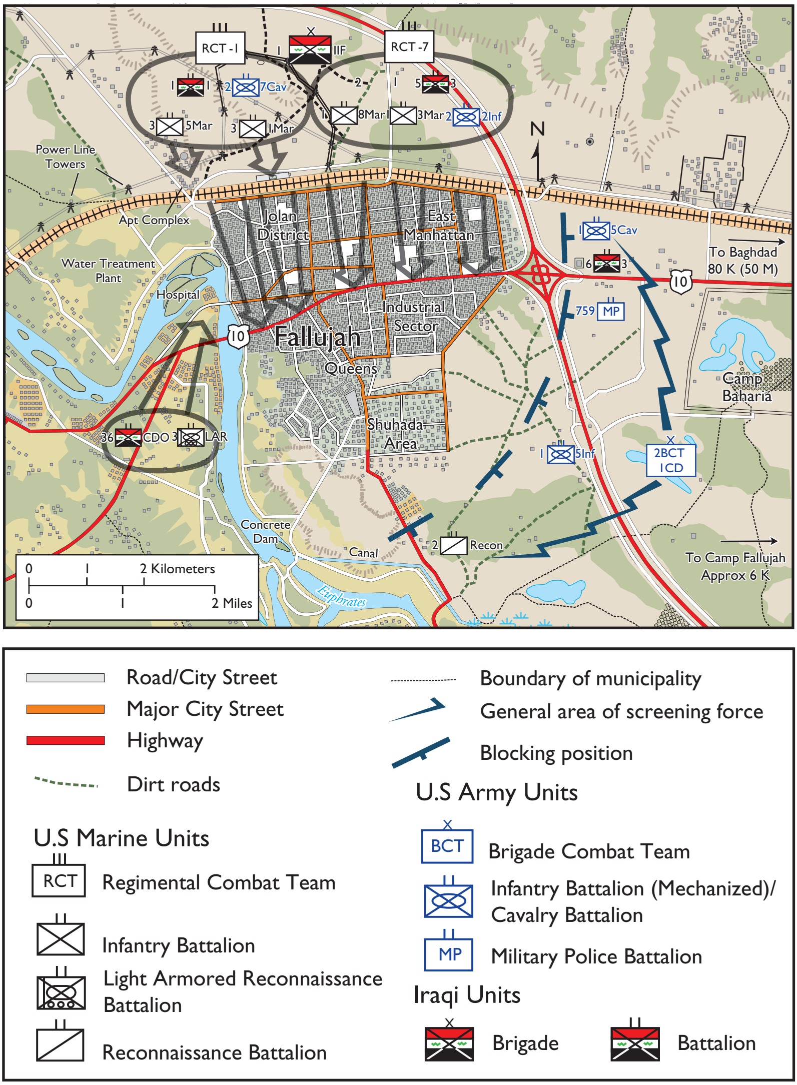
Two days before the attack kicked off, Prime Minister Allawi met with Sattler in a last-minute briefing. "[Allawi] came," Sattler said, "and met all the Iraqi warriors, then sat down, looked me in the eye and asked, 'What is the name of the operation?' 'Phantom Fury,' I responded. 'That's not an Iraqi name,' he replied. 'That doesn't tell the Iraqi people why we're fighting this epic fight.'" Allawi proposed a new name: *al-Fajr*, or *new dawn*. Sattler thought that the prime minister "saw the crushing of the insurgency inside Fallujah as the breaking point of their dreams—and the elimination of their battle cry, 'Remember Fallujah!' " Al-Fajr was accepted. The operation now had an Iraqi face, and with the introduction of eight Iraqi battalions, it also had an Iraqi fighting capability. Sattler explained, "We had developed a kind of cute [slogan], 'Put an Iraqi face on it,' which was basically a disingenuous phase. It meant that we were gonna get the Iraqis in the picture, but when it came to the heavy lifting, move 'em out of the way because we can do it more efficiently and effectively ourselves. So, we crushed that phrase, [and] it became, 'Put an Iraqi capability in the fight,' 'cause we could not be a coalition without the Iraqis side by side with us."

Sattler brought up the question of finishing the fight. "You know, Mr. Prime Minister, don't tell us to go and expect us to stop. Because once we get going, we're gonna have to go all the way. We're not going to stop 'til we hit the southern end of the town. Just tear the phone off the wall. Don't think about calling us and telling us to stop." Allawi said he understood. "When I say go, we will accomplish the mission, we will complete the mission." Mike Shupp noted that he "continued to receive calls from local Fallujah leaders looking to gain favor. They are aware of the inevitable and are simply posturing for survival." On the morning of November 7, Allawi declared that a sixty-day state of emergency existed across Iraq (except the Kurdish-controlled north) and stated, "The situation in Fallujah could not be solved by peaceful means and approval is given for an attack on the city."

PART IV

Storming Fallujah

Second Battle of Fallujah
Operation Phantom Fury


RCT - I
IIF
RCT -7
I 2 7Cav
3 5Mar
3 I,Mar
I 8Mar
I 3Mar
2 2Inf
2
5 3
N
Power Line Towers
Apt Complex
Water Treatment Plant
Hospital
Jolan District
East Manhattan
Industrial Sector
Fallujah
Queens
Shuhada Area
10
I 5Cav
6 3
759 MP
To Baghdad 80 K (50 M)
Camp Baharia
2BCT ICD
I 5Inf
36 CDO
3 LAR
Concrete Dam
Canal
Euphrates
2 Recon
To Camp Fallujah Approx 6 K
0 I 2 Kilometers
0 I 2 Miles
Road/City Street
Major City Street
Highway
Dirt roads
Boundary of municipality
General area of screening force
Blocking position
U.S Marine Units
RCT
Regimental Combat Team
Infantry Battalion
Light Armored Reconnaissance Battalion
Reconnaissance Battalion
U.S Army Units
BCT
Brigade Combat Team
Infantry Battalion (Mechanized)/ Cavalry Battalion
MP
Military Police Battalion
Iraqi Units
Brigade
Battalion

Plan of Attack (D-day is set for 7 Nov 2004)

RCT-1 Operations

- D-1: 2 BCT, 1st Cav Div establishes blocking positions to isolate the city from the south and east.
- D-day: 3 LAR and 36 Cdo IDF attack on peninsula and secure hospital and bridges to isolate city from that direction. Also, RCT-1secures apartment complex NW of city (Bn 3/5Mar) and railroad station (Bn 1/3Mar).
- D+1 to Termination: On D+1 RCT-1 (MainAttack) and RCT-7 attack and clear enemy in zone of action. On reaching Phase Line Fran (Highway 10) continue attack on order to secure remainder of city.

Chapter 16

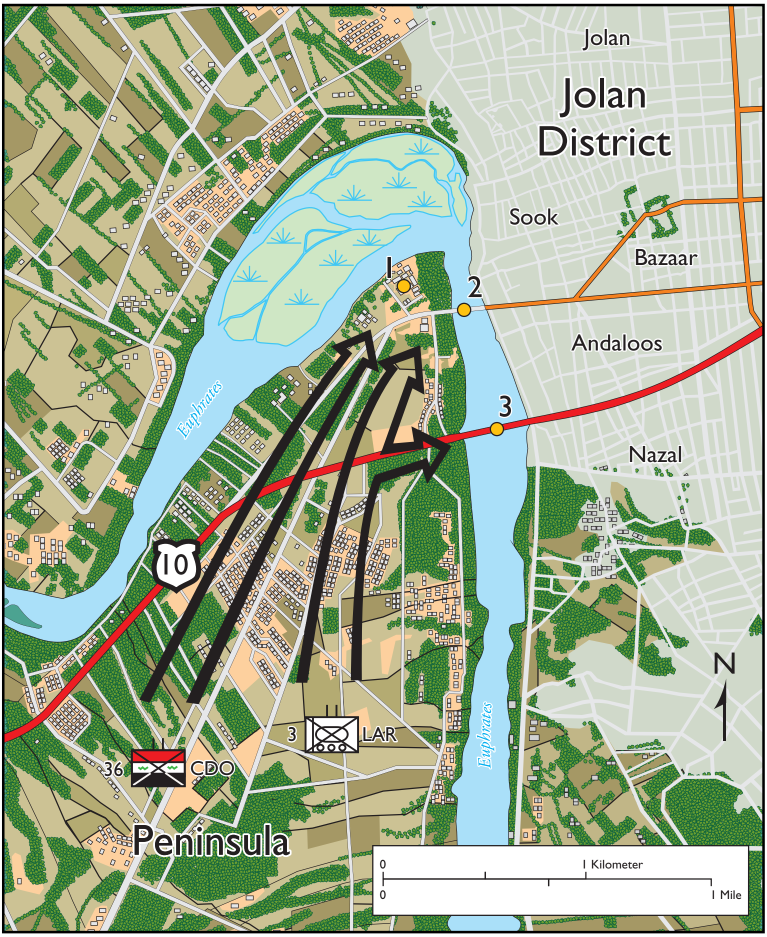
D-day (November 7)

The enemy has a face. It is Satan's.
He is in Fallujah, and we are going to destroy him.
–Lt. Col. Gareth F. Brandl

For Operation Phantom Fury, the term *D-day* designated preliminary operations and the positioning of forces for the attack. First into position was Regimental Combat Team 1 (RCT-1), the division's main effort. It comprised 3rd Battalion, 5th Marines; 2nd Battalion, 7th Cavalry; 3rd Battalion, 1st Marines; and the Iraqi Security Forces. RCT-1's objectives were:

> Mission: On order, RCT-1 conducts offensive operations in NW Fallujah in support of the Iraqi Security Forces in order to defeat Anti-Iraqi Forces and set the conditions to establish legitimate local control.
>
> Concept of Operations: RCT-1 as division main effort conducts a penetration with three battalion task forces along two axes into northwestern Fallujah, destroys enemy in zone, and seizes key command and control nodes. One task force attack and destroy enemy in zone, seize key command and control node and prevent anti-coalition forces reinforcement from the west. Third Battalion, Fifth Marines destroy enemy in zone, seize objective A and C, and on order execute additional missions as directed. Third Battalion, First Marines regimental main effort, destroy enemy in zone and seize objective B and on order execute additional missions as directed. Second Battalion, Seventh Cavalry destroy enemy in zone and on order execute additional

Second Battle of Fallujah
Operation Phantom Fury


Jolan
Jolan District
Sook
Bazaar
Andaloos
Nazal
1
2
3
Euphrates
Euphrates
10
3 LAR
36 CDO
Peninsula
N
0
1 Kilometer
0
1 Mile

🟥 Road/City Street
🟧 Major City Street
🟥 Highway

U.S. Marine Units

Light Armored Reconnaissance Battalion

Iraqi Units

Battalion

● Landmarks

1 Hospital
2 North (Brooklyn) Bridge
3 South (New) Bridge

D-day (7 Nov 04)

TF Wolfpack (3 LAR)

- Attack, secure the peninsula, and isolate Fallujah from the west.
- Secure and hold north and south bridges (2 and 3)

36 CDO

- Attack and secure the Peninsula Hospital (1)

> missions as directed. Third Light Armored Vehicle Battalion (-) destroy enemy in zone, seal the peninsula and capture the bridgeheads, the Iraqi National Guard Headquarters, the Fallujah General Hospital and prevent anti-coalition force reinforcement from the west.

Major General Natonski designated RCT-1 as the attack's main effort. "Our main effort on the west side of Fallujah was RCT-1 led by Colonel Mike Shupp. I told him I wanted a penetration into the Jolan District, division objective one (regimental objective B), which we felt was one of the enemy's major command and control nodes." Shupp argued for a multiple-axis attack, north to south, with three battalions—3/5 (Darkhorse) on the left flank, 2-7 Cav (Shadow) on the right; with 3/1 (Brahma) following in trace—and a heavily reinforced task force attacking up the peninsula and sealing off the city from the west. His plan called for a carefully choreographed assault, making full use of supporting arms, tactical control measures, and support by fire positions. Shupp felt very strongly that RCT-1 would deliver a "death blow to the enemy."

At dusk on the evening of November 7, light armored vehicles of Task Force 3rd Light Armored Reconnaissance Battalion (3rd LAR [Wolfpack]) kicked off the attack by establishing blocking positions on the eastern side of the peninsula, along the Euphrates River overlooking the city. Team Mech, which included Alpha Company, 1st Battalion, 503rd Infantry; an army tank platoon; and a Bradley company, took up positions on the western side of the two bridges (the northern bridge was referred to as Blackwater Bridge, Brooklyn Bridge or Old Bridge; the southern bridge was referred as George Washington or New Bridge) to block them off from all traffic into and out of the city. Bravo Company, 1st Battalion, 23rd Marines, took positions along the western side of the peninsula, completing sealing it off. Immediately following the heavy combat units, two companies of the Iraqi 36th Commando Battalion and their special forces advisors in seven-ton trucks roared up to the Fallujah General Hospital on the northern neck of land at a bend in the river. The commandos quickly dismounted and stormed into the facility. Richard Oppel wrote in the November 8 *New York Times*, "Ear-splitting bangs rang out as troops used a gunlike tool called a doorbuster, which uses the force from firing [a] blank .22-caliber cartridge to thrust forward a chisel to break heavy door locks." The Iraqis hustled patients and doctors out of the rooms, flexcuffed them with plastic zip-ties, and put them under guard in the hallways. Sattler was delighted that the attack went so well. "The first attack up the peninsula was executed flawlessly, to include the take down of the hospital," he declared.

The small-unit riverine craft (SURC) of the 2nd Marine Division patrolled the Euphrates during the Fallujah attack to keep insurgents from entering or leaving the city. *USMC*

36th Commando Battalion

The 36th Commando Battalion was originally known as the Political Battalion because it was formed from militias of the five major political groups in Iraq: Iyad Alwai's Iraq National Accord (INA), Ahmed Chalabi's Iraqi National Congress (INC), the Supreme Council for Islamic Revolution in Iraq (SCIRI), and the two main Kurdish groups, the Patriotic Union of Kurdistan (PUK) and the Kurdistan Democratic Party (KDP). About 110 soldiers were taken from each group. The battalion was trained by special forces advisors and was considered combat ready. However, there was a high desertion rate—40 to 50 percent among the Sunnis and Shia and only 5 percent among the Kurds—in early combat operations.

The hospital search took less than an hour and resulted in the apprehension of five men suspected of being foreign fighters. "A man who identified himself as a fighter from Morocco was wheeled down the hallway," Oppel wrote, "where he pointed out several others he said were also anti-American fighters from foreign countries." The search turned up several

Kalashnikov rifles, grenades, anti-American propaganda, and two cell phones that were found on the roof. A special forces soldier said that those items were clear evidence that someone was monitoring the area in front of the hospital. "Cell phones work fine on the first floor. It's pretty clear they were on the roof spotting." One of the doctors claimed that there were no insurgents in the hospital. "Fighters," he shrugged, "I don't know of any fighters." An Iraqi soldier who heard him said, "Doctors from around here are afraid of the terrorists. They're afraid they'll threaten them or shoot them." The only casualty in the hospital take-down was an Iraqi noncom who accidentally shot himself in the foot. Unfortunately, according to Sattler, "We lost two non-combat deaths. A bulldozer that was building berms up to the bridges slid into the river and the driver and his assistant drowned."

Shortly after first light, the 4th Civil Affairs Group delivered emergency prepackaged medical supplies and humanitarian assistance kits to the hospital. Navy Capt. John Williams declared the hospital functional and well stocked with supplies and adequately staffed. The insurgents attempted to portray the hospital as a monument to American brutality but were stymied when the embedded news media countered with stories about how the hospital was being supplied and equipped by U.S. forces.

Once the peninsula was sealed, TF 3rd LAR turned its attention to the river. "We had a small craft company, basically a riverine company, that patrolled

The 33-knot shallow draft craft can go right "into the weeds," and its three heavy machine guns can keep it out of trouble. *USMC* the waterways," according to Maj. Andy Dietz. "We knew there were rat lines that were coming into the city using the river, so we used the small craft company to close down this avenue." On the evening of November 8, six small-unit riverine craft (SURC) were launched on a waterborne patrol to prevent the insurgents' freedom of movement. "Within twenty minutes the enemy engaged the front two boats from a range of fifty meters," Color Sgt. M. R. Tomlinson, Royal Marines, reported. "A mix of machine gun and small arms fire ripped over head, some of the rounds striking the gunners' Kevlar plates and others passing directly through the open consoles of the craft. We returned an immense weight of fire into the building and riverbank positions. The rear SURC maneuvered forward and increased our return fires, gradually silencing the enemy. It was just one of several ambushes we had." Shupp explained, "The Small Craft Company could not make the bend, because they would be exposed to small arms fire from buildings in the city that fronted the river." He directed them to stay on the northwest outskirts of the city, just west of the sea grass islands.

The SURC

The thirty-nine-foot small-unit riverine craft (SURC) used by the 2nd Marine Division's Small Craft Company has twin 440-horsepower waterjets that can propel its 17,500 pounds through the water at a cruising speed of thirty-five knots and thirty-nine knots in a sprint. It can accelerate to twenty-five knots in less than fifteen seconds, endearing it to the "need for speed" members of her two-man crew. The SURC has a twenty-four-inch draft, which enables it to cruise in relatively shallow water. Its aluminum hull and full-length breaching plates give it the capability of landing bow first on unobstructed mud, sand, silt, and gravel shorelines. The craft can carry thirteen combat-loaded Marines. It has three heavy machine gun mounts and smoke launchers for defense.

With the western ends of the two bridges in friendly hands, engineers built high berms and tetrahedrons on the roadway to restrict vehicle traffic and laid rolls of concertina wire to keep foot traffic from crossing. They also swept the bridges for IEDs and explosives. Shupp pointed out, "I sent two EOD teams and a Marine canine unit across the bridge. The bomb sniffing dogs uncovered all kinds of explosives—12 to 16 IEDs. They were buried in the pavement and in light poles with wires going into the palm groves on the south side of the city." Tactical PSYOP Detachment 940 immediately set up loudspeakers directing residents to move south to escape the oncoming attack. This was all part of

The eight-wheeled light armored vehicle (LAV) can travel at more than sixty miles per hour and accelerate from zero to twenty miles per hour in ten seconds. It is armed with a 25mm chain gun, TOW missile system, and two 7.62mm machine guns. Charlie Company, 1st LAR Battalion, supported Regimental Combat Team 7 in Fallujah. *Marine Corps Systems Command*

the information operations plan to encourage the city's residents to leave their homes. Major Andy Dietz explained, "We did not want to go into a populated city that size. We wanted to get the people out." The detachment also broadcast noninterference messages to the residents, as well as surrender appeals to the insurgents. Lastly, the detachment tried harassment broadcasts to distract and erode insurgent morale. One night their maniacal broadcast shook up a forward Marine position. The Marines threatened to unload on them if they didn't stop.

The division had to walk a fine line with their appeals. If it ordered the residents to leave their homes, international law required that the occupying power was then responsible for taking care of them, an impossible task considering the size of the population—250,000 noncombatants. Dietz made it clear, "We knew that most of those people would be just fine because of family support in other cities." The "evacuation" plan used a variety of methods. "First, we changed one of the radio broadcasts," Dietz revealed. "We started spreading our messages through radio and leaflet drops. The messages were geared to making the people understand that an attack was imminent. We said things like, 'In the event of combat operations, please do the following things; don't get involved; if you have to come outside, don't come out with a weapon.'" As the date for the assault got closer, illumination rounds were fired over the city for several nights in a row, and Marine F-18s made low-level sonic passes over the city. "After that, everyone knew the game was on," Dietz said. "People left in droves and they quite literally emptied the city."

When the sun rose on D+1, TF 3rd LAR's after-action report noted that "a large volume of direct fire contact erupted where team mech was located. There were several insurgent strong points across the river that was being engaged." Shupp noted that "the enemy had seen us and started to engage us with harassing fires, nothing very accurate . . . but once fired upon, my Marines now had the ability to fire back at them." Embedded reporter Shawn Baldwin reported, "Well over two hundred Marine and Army soldiers had staked out positions all along the river front and were bombarding insurgent positions across the Euphrates with tanks, Bradley's, Humvees loaded with .50 cal's, mini guns and artillery." According to Shupp, their long-range guns, the LAVs, and the Bradleys "were just ripping them apart."

General Casey held a news conference on D+1 where he announced, "Operations began last night to isolate the city. The attack up the western peninsula was led by an Iraqi commando unit to establish government control over the Fallujah General Hospital. A Marine unit secured the two bridges that deny westward movement from Fallujah, while other units completed the isolation of Fallujah during the night."

While TF 3rd LAR consolidated its positions on the peninsula, the division commenced one of the most difficult phases of the operation—the movement of six combat battalions with thousands of men and vehicles to the northern outskirts of the city in preparation for the assault. Colonel Tucker, commanding officer of the 7th Marines, was very concerned. "What I worried about the most was getting the force into position. You've got a lot of combat power—probably fifteen to twenty miles of vehicles—to move only three to four miles—a really tight battle space."

Moving the Forces into Position

The radio operator in the lead combined anti-terror team (CAAT) vehicle leaned forward and tapped the driver on the shoulder. "Move out," he yelled loudly, to be heard over the engine noise and the radio chatter. The driver nodded and smoothly accelerated onto the darkened highway, using his night vision goggles to maneuver past the hundreds of idling vehicles lining both sides of the road. Two CAAT sections (Carnivore) from Weapons Company, 3rd Battalion, 1st Marines, followed. Their mission, according to Maj. Christeon Griffin, was to "find a safe route to the battalion's attack position and guide each serial into place." His concern was well founded. The densely packed vehicles presented a lucrative target, well within direct fire range of the city. The main highway, MSR Michigan, passed within a click (one thousand meters) of the eastern outskirts, where the enemy's defenses were oriented. The 7th Marines' plans officer, Lt. Col. Robert M. Heindenreich, was worried. "We anticipated that once we got into our assembly areas, the insurgents would mass their indirect fire weapons. This is what we'd seen in all our feints. They'd shoot a few rounds, bracket us and get their data refined."

It was vitally important for Griffin's reconnaissance party to get it right, because the rest of the battalion's 240 vehicles, organized into six serials and launched at one-half-hour intervals, were right behind them. In addition, five other battalions—two reinforced regiments and thousands of vehicles—were also on the move in a carefully choreographed movement plan. It stipulated that the order of march was based on a west-to-east orientation. According to Heindenreich, "RCT-1 had first priority in the movement plan." Thus, the 3/5, farthest west, was first to move into position, followed by 3/1, and 2-7 Cav. RCT-7's 1/8 was next, followed by 1/3 with 2-2 Infantry on the eastern flank.

All did not go well at first. "It was kind of bumper to bumper logjam for some of the serials," Griffin explained, "all those people moving in, all those different units stretched across the desert . . . it was a confusing picture in complete darkness and unfamiliar terrain." Captain James Cobb, fire-support officer with the Army's 2nd Battalion, 2nd Infantry Regiment, laughingly recalled, "My driver and I were bouncing all over the place driving under blackout with

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Bradley fighting vehicles are seen through a night observation device (NOD). The Bradley is designed to carry infantry or scouts. Its main armament is a 25mm Bushmaster chain gun that can fire two hundred rounds a minute at a range of two thousand meters. It also has a TOW missile system. *Defenseimagery.mil 041109-A-1067B-001*

The long-range advanced scout surveillance system (LRAS) enabled the Brigade Reconnaissance Troop to hit the insurgents with pinpoint accuracy. *U.S. Army*

NODs [night observation device] on. I had to tell him he was probably the worst night driver I had ever seen . . . and he said, 'Hey, sir, this is the first time I've ever driven with NODs on, give me a break.' That was something I really didn't need to hear right then." One of the difficulties Griffin experienced was that "everybody and their brother showed up with vehicles that we had never seen before—a lot of moving parts and it's the first time some of the stuff's come out of the woodwork." Despite some initial confusion, Lt. Col. Nicholas M. Vuckovitch, the 7th Marines' operations officer, stated, "[The move] actually worked out well. It took exactly seven and one half hours, as we had planned, to get the battalions in place."

Upon leaving the dispersion area, Griffin's CAAT sections headed north on MSR Michigan. When they reached Fallujah's northernmost outskirts, the convoy turned west onto a dirt road and proceeded until it was two kilometers due north of the railroad station. They turned south into a large open area and prepared to lead the serials into position. The five vehicles of the forward operations center were the first to arrive, followed by the three rifle companies and the logistics train. Griffin praised the Marines. "CAAT did a great job," he said. "They knew exactly the route to take and in the morning when the sun came up every unit was positioned in accordance with the schematic I gave them." Major Stephen Winslow said, "Dozens of men infiltrated the area before the actual move to emplace markers for the various battalions—'A green chem.

light behind a rock,' for example." Winslow indicated that the markings were made a part of the brief he attended.

Despite the occasional traffic jam, the movement "worked out very well," according to Colonel Tucker. Shupp was also pleased, saying, "Many hours of planning went into the movement and the battalions executed it faultlessly and on schedule." However, the assault units presented a great target. "I was concerned about sitting there," Tucker reflected. "We were there for something like twelve hours—very static. There's not a whole lot of battle space and you have a large force, so your density is pretty high. I think we were all concerned about what would happen if they [insurgents] started throwing rockets and mortars in there." However, the insurgents were not allowed the opportunity to shoot. They were subjected to the "shock and awe" of the division's fire support. Major Tim Karcher watched "as death and destruction rained down on the city from AC-130s to any kind of fast-moving aircraft, 155mm howitzers, you name it—everything was getting in on the bombardment." Lance Corporal Mario Alavez exclaimed, "It was awesome, just awesome!"

First Lieutenant Chris Boggiano, Brigade Reconnaissance Troop (BRT), 1st Infantry Division, remembered, "We started calling for fire at 1000 in the morning and were out there for a good ten or twelve hours calling artillery on targets of opportunity all along the northern edge of the city." His platoon had a long-range advanced scout surveillance system (LRAS)—a big sight with a 20- or 50-power scope that gives a ten-digit target coordinate. "We started calling in artillery on obstacles . . . we were definitely setting off plenty of booby traps and IEDs." Shupp said, "We're putting deadly fire into their positions with precision air [while] at the same time the AC-130s are working over the attack routes. Any vehicle in the street, any planter, any garbage pile, anything that the Iraqis don't normally have outside their home is being destroyed." The insurgents were known to use vehicles, piles of rubbish, anything to conceal the ubiquitous IEDs.

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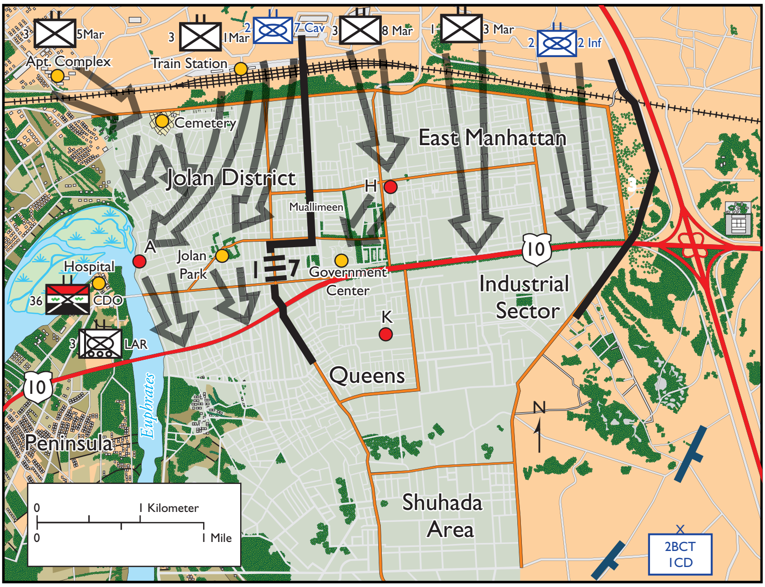
3 5Mar
Apt. Complex
3 1Mar
Train Station
2 7-Cav
3 8 Mar
1 3 Mar
2 2 Inf
Cemetery
East Manhattan
Jolan District
H
Muallimeen
A
Jolan Park
1 7
Government Center
Hospital
36 CDO
3 LAR
10
Industrial Sector
K
Queens
Euphrates
Peninsula
N
Shuhada Area
0 1 Kilometer
0 1 Mile
2BCT 1CD

▭ Road/City Street
🟧 Major City Street
🟥 Highway

● Mosques (not all inclusive)
A= Al Kabir Mosque
H= Hydra (Hadrah) Mosque
K= Kubaysi Mosque

● Landmarks

U.S. Marine Units
☒ Infantry Battalion
☒ Light Armored Reconnaissance Battalion

U.S. Army Units
BCT Brigade Combat Team
☒ Infantry Battalion (Mechanized)/Cavalry Battalion

Iraqi Units
☒ Battalion

D-day Thru D+3 (7–10 Nov. 2004)

- RCT-1 (MainAttack): On D-day secure Apartment Complex(Bn 3/5 Mar) and Train Station (Bn 3/1 Mar). On D+1 attack in zone. Secure Jolan Park (Bn 2-7 Cav) and Al Kabir Mosque (Bn 3/1 Mar). Bn 3/5 Mar clear buildings in zone. Iraqi units support attack. On reaching Phase Line Fran (Highway 10) continue attack on order
- RCT-7: Protect left flank of RCT-1. On D+1 attack in zone. Secure Hydra Mosque and Govt Center/Mayor Complex (Bn 1/8 Mar). Other units secure assigned objectives in zones of action. Iraqi units support attack. On reaching Phase Line Fran (Highway 10) continue attack on order.
- 2BCT, 1CD:Continue to isolate city from south and east.
- 3 LAR and 36 CDO: On D-day, attack and secure peninsula bridges (3 LAR) and hospital (36 CDO). Hold positions to isolate city from the west.

Chapter 17

D+1 (November 8)

The term *D+1* designated the date of the main attack, November 8, and *H-hour* was the time for the attack forces to cross the line of departure. With the assault units in position and the enemy pinned down by artillery and air support, Lt. Col. Patrick Malay's 3rd Battalion, 5th Marines, commenced its attack at 1052 to seize and clear the regiment's first objective.

RCT-1 Objective A: Apartment Complex

Objective A, an eight-building apartment complex on the northwest corner of the city, was just above the overpass. Shupp wanted the complex for his command post because it overlooked the city and provided excellent observation from its upper stories. In addition, its location astride the enemy's withdrawal routes helped to prevent the insurgents from "squirting" out of the city, helping to secure the regiment's lines of communications. Because the complex had been used before in the April battle, there was some concern that the insurgents might have planted explosives in it to "destroy the building in mass." This threat caused the regiment to launch its attack during daylight in better visibility than would have been available under the original plan for a nighttime assault.

The battalion crossed the line of departure at 1100 and quickly reached the complex without encountering enemy fire. "After we took the apartments," Maj. Marshall R. Bourgeois recounted, "there was a lot of confusion . . . explosions, Marines breaching the rooms and the steel doors with demo to gain access to clear the room." There were noncombatants still in the complex. "Approximately 250 civilians," Bourgeois recalled, "a lot less than the 1,200 to 1,500 that we were anticipating." The residents were rounded up, screened for gunpowder residue to determine if they had recently used a weapon, and given $300 compensation for the inconvenience. Major Michael Desgrossielier, the battalion executive officer, said, "We treated them with dignity and respect by talking to the head of household and

Civilians were moved expeditiously to a secure location out of the immediate combat zone, placed on trucks, and transported to al-Anbar Technical Institute in Saqlawiyah. *Defenseimagery.mil 041112-A-1067B-057*

Displaced civilians were given food, water, medical support, and inconvenience compensation. *Department of Defense* by allowing them to go back to their apartments to get belongings." His Task Force Striker then transported the residents north to the al-Anbar Technical Institute in the town of Saqlawiyah, where they were given food, water, and medical support at the Civilian-Military Operations Center (CMOC). Desgrossielier pointed out, "Everything was pre-staged. We had tents that could handle them temporarily until they linked up with family in other parts of the country."

After clearing the complex, Shupp "sent in an EOD team through the buildings to make sure they weren't wired with explosives. Then we went in and set up our regimental CP along with 3/5's forward combat operations center (COC)." The battalion also established a battalion aid station (BAS) in the complex. "We determined that we wanted it in the school building in the center of the apartments," Desgrossielier recalled, "which was directly north of the helicopter landing zone." He also established a detainee collection point. Major Stephen Winslow visited it and was impressed with the facility: "The U-shaped structure was located next to the battalion aid station. There was an initial screening area, where I saw detainees in flexicuffs and blindfolds being interrogated by Iraqi translators. Inside, the building was divided into rooms large enough to handle several prisoners. The room next to the screening area held confirmed insurgents. As I walked past, they stared at me with such an intense hatred that I did not doubt they wanted to kill me . . . unless, of course, I got them first! Other rooms held less threatening individuals and even family members that were being temporarily detained while waiting for transportation out of the city."

Once the complex was secured, 3/5 turned to the next phase of their mission: breaching the railroad tracks, which were built on a berm approximately thirty feet high. "The elevated track," according to Griffin, "would effectively prevent any type of vehicle from driving further south into the city, so they had to be breached." Shupp had taken a good look at them during one of his shaping forays and worked out a solution for the 3/5. "We were able to check the breach point," he said, "and that gave us the idea to use 2,000 pound bombs on the two crossing points."

At 1420, four F/A-18D Hornets from a Marine fighter attack squadron, VMFA (All Weather)-242, dropped eight GBU-31 2,000-pound joint direct attack munitions (JDAMs) on the berms and tracks. One Hornet was flown by the wing commander, Maj. Gen. Keith Stalder (Shadow). The bombs hit just as Desgrossielier was evacuating people from the apartment buildings. "Wow!" he exclaimed. "It was pretty intense, but it helped us actually maintain some control over all the people that we had there." Engineers quickly went in with bulldozers and smoothed out the craters for the next stage of the 3/5's mission.

At 1800, under cover of riflemen, a team of Navy Seabees and 4th Civil Affairs Group Marines entered the power substation just west of the apartment complex and pulled the plug on the city's electricity.

Pilot Mission Brief

Colonel Earl S. Wederbrook flew an F/A-18D Hornet during the battle and described the preparation before a typical flight:

> I usually try to ensure that I wake up at least two hours prior to the brief. My earliest brief was at 0430, which makes for a short night. Normally I would arrive at the squadron about an hour before the brief and sit in on the debriefs of the flights that were just returning to gain intelligence and situational awareness (SA). Then I would work with the other pilot in my section in map preparation and weaponeering for our upcoming flight.
>
> The flight brief normally starts 2 1/2 hours prior to take off and lasts about an hour . . . sometimes longer, depending on the complexity of the mission. It begins with the "admin" portion . . . confirming the air tasking order (ATO), the Joint Tactical Air Request (JTAR), as well as the flight schedule, ordnance loads, fuse settings, pre-flight requirements, take off and landing times, direction and route of flight, controlling agencies, airborne tanker availability, weather, airfield status, divert airfield status, communication plan, review in-flight emergencies to include an ejection scenario, which includes the combat search and rescue (CSAR) plan, the daily and weekly code words, radar channels, chaff and flare settings, laser codes, mission computer loads, navigation waypoint plan and finish up with any operational risk management concerns.
>
> The tactical portion of the brief comes next. We review the mission tasking, options for weapons employment, back up plans in event of a partial equipment failure, review possible targets and the best techniques in which to engage the anticipated targets, back up tactical considerations for bad weather, single ship operations, possible alternate mission tasking once airborne, primary and alternate in flight refueling plan, safe areas and lastly a review of any AAA or SAM launchings in the last 72 hours.
>
> Once the brief is finished, I conduct a crew coordination brief with my WSO (weapons system officer). We delineate and verify cockpit tasking (who does what so we are not fighting over the buttons), options for equipment degradation, and a quick review of any lessons learned from previous flights. Before leaving

the ready room we gather our maps, in flight guides and knee boards with the daily code words, radio frequencies and call signs. With our green helmet bags draped over our shoulders, we walk the hundred yards to the maintenance control building to check out the assigned aircraft. Here we review the aircraft discrepancy book and verify ordnance loads, fuse settings, fuel loads and configuration of the plane. Once satisfied that everything is in order I sign for the $50 million dollar aircraft.

I walk down the hall to the flight equipment room, check out the gyro-stabilized binoculars, and strap on my g-suit and harness, with its holster for my 9mm pistol. After inserting a loaded magazine, I place the weapon in its place under my left arm. I then clear my oxygen mask of dust, wipe the visor of my flight helmet, and check all the radio connections to my oxygen hose, helmet, and mask.

Once suited up, I walk along the line of white cloth tape, which outlines the path to the revetments (staying on the path is good for your health, because there are still undiscovered land mines in the area). As I arrive at the aircraft, I begin the pre-flight process by surveying the area around it for anything that could be sucked down the intake . . . rocks, clumps of dirt. The plane captain and I shake hands and exchange a few words about the condition of the aircraft. We slowly circle the airframe in a disciplined inspection . . . tire pressure, pneumatic accumulator pressure, break pressure, panels secured, Vulcan cannon charged, ammo belt loaded properly, correct weapons and fuse codes entered, bomb fuse wiring, fuse settings, missile seeker heads clear, hydraulic reservoir full, no leaks, and all fuselage fasteners tight.

As I climb up the ladder, the plane captain yells, "Go get some Colonel." I stand on the leading edge of the extension, preflight the ejection seat, and insert the "brick" (programmable memory unit) into the receptacle and lock it down tightly. Then I slide into the cockpit. Once I'm inside the WSO begins his system checks . . . the Inertial Navigation System (INS), the Global Positioning Systems (GPS) and the FLIR pod, the radio frequencies and navigation waypoints, which he enters into the mission computer. I complete the post start checks and give the plane captain a thumbs up. Two plane captains quickly conduct a final check of the aircraft's exterior. When it is completed, I give the taxi signal. They pull the chocks away from the wheels, I move the throttles forward and taxi to where the ordnance crew check the ordnance load and pull the safety fuses.

I scan the cockpit instruments . . . my fingers and hands caress all the buttons and knobs in one final check to ensure that all is ready for takeoff on the 12,000 foot runway that the Yugoslavs built for Saddam Hussein in the last 1980s. I am totally focused . . . my world is the cockpit . . . nothing else exists. The stick rests lightly in my right hand . . . my left coddles both of the throttles. I firmly press my feet on the brakes and push the throttles forward with my left hand. The roar of the twin turbofans becomes a mind numbing scream. Once the RPM has stabilized, I push the throttles forward into the afterburner detent. As I release the brakes, the Hornet leaps forward and I am pushed back into the seat. The airspeed accelerates quickly. In the time it takes me to quickly scan the engine instruments the airspeed has increase to over 100 mph. The white lines of the taxi way begin to blur . . . the airspeed registers 175 mph and I gently pull the stick back. The nosewheel gently lifts off the runway and the Hornet stabilizes for just a moment on the two main wheels as it continues to accelerate down the runway . . . slowly and ever so smoothly the aircraft lifts off. Less than 30 seconds has elapsed from brake release.

Once airborne, I raise the landing gear handle and select auto flaps. As the landing gear fold into the fuselage and decrease the drag on the airframe, the airspeed increases past 350 mph. An eyeblink later and the airspeed registers over 400 mph and I pull the nose up ten degrees to begin the climb away.

RCT-1 Objective B: Train Station

Lieutenant Colonel Willard Buhl's 3/1 was next up on the step. "Once the apartment complex was taken," Major Griffin, his operations officer, said, "we were ready to start doing our part. It was pretty noisy over there . . . lots of bombs, artillery, rockets and stuff . . . it was pretty energizing, really got our . . . adrenaline flowing." At 1859, Shupp ordered Buhl's battalion into the attack, along with two platoons of India Company, Iraqi National Guard. Griffin thought the take-down of the train station was well within the Iraqis' capability. "We wanted them to be part of the attack. They wanted a piece of the action and kill bad guys."

Griffin recalled that "well after dark, we started inching up Lima Company (Warrior), two platoons of tanks and the Iraqis. The two tank platoons took up

Marines search railroad cars at the Fallujah train station the day after it was seized by elements of the 3rd Battalion, 1st Marines, and India Company, Iraqi National Guard. The attack took place at night, giving the attack force good cover for the assault.
Department of Defense

positions on the east and west of the train station, to provide interlocking main gun and heavy machine gun fire. Lima Company provided flank security for the tanks and stood ready to take the mission if the Iraqis failed." The battalion hit the station with artillery. "We just rocked the place and shook it to hell," Griffin emphasized. "It got a nice dose of all kinds of ammunition. The idea was to inspire confidence in the Iraqis by pretty much neutralizing anything in there . . . and to show them we weren't throwing them into the meat grinder." As the main effort, 3/1 was allocated the lion's share of artillery from the regiment's direct-support artillery battery located at Camp Fallujah. Major Dietz said, "I've never seen artillery fired that accurately before—and it had to be because, at least 50%, if not 60% or 70% of the rounds were dangerously close."

At 1900 the attack kicked off with the Iraqis assaulting the station. India Company's (3/1) 3rd Platoon stood by in reserve with a "be-prepared-to" mission of completing the attack if the Iraqis could not complete it or needed reinforcement. "They [Iraqis] went in shoulder to shoulder," Griffin recalled, "and did a great job clearing the whole compound out." He went in right on their heels to set up the command post. "I can tell you from a personal perspective that it was intimidating entering the building. There was zero light . . . there could

Marines cautiously advance along one of the city's streets. The two men in front are covering each other, while the third man is protecting the rear. All are carrying M16 rifles at the ready. Note the high walls that restrict their movement. *Department of Defense*

be one guy sitting in a corner with a rifle and as soon as he hears a noise, he just lays on the trigger. I was definitely impressed with the Iraqis." An hour and a half after commencing the attack, the train station was secure, although insurgents on the edge of the city kept up a desultory fire until they were taken under fire by U.S. forces. The battalion after-action report noted, "The tanks engaged RPG teams[,] resulting in large secondary explosions from one building, indicating the presence of significant amounts of enemy ammunition." After the initial assault, an explosive ordnance disposal team and a military working-dog team cleared the station of IEDs and booby traps.

With the successful attack on the train station, 3/1's fire support team (FIST) commenced firing on insurgent positions with a vengeance. "That was a good support by fire position," Shupp said. "They were able to fire on and reduce those enemy targets that would have hampered movement into the city."

RCT-1 Objective C: Ma'ahidy Mosque and Cemetery

At 1926, Malay's battalion jumped off in the attack from west to east across the northern outskirts of the city. Their first objective was the cemetery, regimental objective C. Major Griffin classified it as "a limited objective attack to seize a foothold south of the underpass near the train station." Shupp watched the attack from the top of the apartment complex: "I saw the IR (infra red) marks on their vehicles as they moved down the west approach to the city. They reached their initial objectives without any serious fighting. Their progress was just incredible . . . they were just blowing through the breach." Marshall Bourgeois was with Kilo Company. "We were the first unit across," he said, "jammed in an Amtrac. As soon as we got out, we were fired upon . . . some light small arms fire." Shupp thought that the speed and direction of the attack "completely unhinged the enemy in the cemetery . . . by coming in behind their defenses, where they had all sorts of firing holes and positions."

The battalion continued to press forward, clearing houses as it proceeded. India Company advanced on the left, Kilo Company in the center, and Lima Company on the right, on line with no reserve. Desgrossielier indicated, "There was no need for a reserve. The insurgents did not have that capability. Our thought was to destroy them in place by constantly pushing them and by detailed clearing of every single building." Bourgeois said the movement was "extremely well organized. We had different phase lines on east and west boundaries." The phase lines were used to control forward movement. "Platoons reported where they were in relationship to the phase line," he said, "and upon reaching it, would report their position, let's say phase line red, and would be given instructions." Bourgeois and his company commander were right in there with the troops. "We went from house to house, room to room. The only noises per say [se], were the Marines breaching the steel doors, trying to gain entrance to the houses."

Chapter 18

D+2 (November 9)

Regimental Combat Team 1

Shupp was pleased with the way the operation was proceeding. The initial regimental objectives, the apartment complex and railroad station, had been taken, and 3/5 was in the attack. "They were coming down the western approach to the city—west to east—and making incredible progress. They were just blowing through."

The Breach

The next phase of the operation called for 3/1 to breach the railroad tracks to open holes for 2-7 Cav and to provide them with support by fire as the soldiers passed through the breach. Time was a critical factor, as 2-7's attack was to coincide with the 7th Marines' advance. An engineer platoon on loan from 1st Battalion, 4th Marines, was tasked to create three breaches. The attempt did not start well. "On the move up there, they [engineers] had an Amtrac roll into a quarry," Major Griffin explained, "which injured several Marines and destroyed some critical equipment." Valuable time was lost when the group could not complete the task in time. Buhl had to lend a hand with his own engineer attachment, which had to be assembled, costing even more time.

Shupp was unhappy with the lack of progress and hurried forward to find out what was going on—and to influence the action, if necessary. "We got to the location and they're working on one clearing point. The D9 dozer operator was just aimlessly dozing . . . if we were to let him, he would have kept dozing until he reached China!" An angry Shupp ordered the bulldozers out of the way and signaled for the mine-clearing line charge (MCLC) to be brought up. Griffin observed Shupp impatiently stalking up and down the line looking at his watch. "We gotta move forward," he heard Shupp mumble.

Despite Shupp's "encouragement," the combined force of engineers was unable to open the three lanes that were called for in the plan. Only one lane was clear despite their best efforts because their vehicles kept getting stuck in the railroad tracks. They used blocks of TNT to blow the tracks out of the way. Shupp claimed that despite the lost time, "The delay was not that bad," because his tactical air control parties were putting precision fire on the insurgents. At the same time the fast movers (attack aircraft) were hitting targets, AC-130s were working over the attack routes, cutting a path through the city. Major Winslow said that all the vehicles he saw during his time in the street were destroyed.

2nd Battalion, 7th Cavalry

Lieutenant Colonel Rainey's plan was a fairly straightforward tactical maneuver. "We were going to go through the breach with Charlie 3-8 [Cavalry] (Cougar). They were going to come down, turn to the east, orient on Phase Line Henry, and attack along that axis. Alpha 2-7 (Apache) would follow them through the breach. Then, as our main effort, Alpha 2-7 would conduct a frontal assault on three avenues of attack, but primarily three axes on three main roads, directly into Jolan Park." Rainey favored a frontal assault because, "If we'd gotten sexy and tried to do some maneuver, we would have been more exposed to the enemy . . . anyway, if you're a rifle squad or a platoon in an urban environment, everything is a frontal assault."

Colonel Michael Shupp, the hard-driving commander of Regimental Combat Team 1, was described as a team builder and enthusiastic leader who led from the front. *Department of Defense*

The sixty-three-ton M1A1 Abrams proved to be a great asset to the infantry in Fallujah. *Department of Defense*

M1A1 Main Battle Tank

The M1A1 Abrams main battle tank is named for Gen. Creighton W. Abrams, former army chief of staff and commander of the 37th Armored Battalion, which served in Europe during World War II. The Abrams is the backbone of the armored forces. The sixty-three-ton M1A1 is powered by a 1,500-horsepower gas turbine engine that enables it to reach a top speed over forty miles per hour. Its main armament is a 120mm smoothbore cannon that fires an armor piercing, fin-stabilized, discarding-sabot round featuring a depleted uranium penetrator. The gun has an engagement range approaching four thousand meters. Its target-acquisition system includes a thermal imaging system based on the difference of heat radiated by objects in the field of vision. The gunner's sight can give a range measurement to within ten meters of accuracy. It also has an onboard digital computer that automatically computes the fire-control solution. The Abrams has a four-man crew—commander, driver, loader, and gunner—who control its three machine guns: a .50-caliber Browning M2 "Ma Duce" located in the commander's station and two 7.62mm M240 machine guns.

The aftermath of 1,750 pounds of C-4 explosives contained in a mine-clearing line charge (MCLC). *Department of Defense*

Captain Coley D. Tyler, fire support officer (FSO) for 2-7 had done a reconnaissance of the breach site several days prior to the start of the operation: "We engaged as many targets as possible to soften up the front three roads so, once we did the breach and got into the first few blocks, it wouldn't be so hard to get a foothold. We would not be stuck outside the city." As the FSO, Tyler was responsible for controlling fires at the battalion level. "All the buildings were numbered. All the maps were the same so, if you're talking to pilots, talking to guys on the ground, everybody has the same graphics; everybody knows exactly what you're talking about. Since we were the first ones in, we were able to control the coordinated fire line." The urban terrain often limited sight distance for the FSOs with the ground units. Not so for Tyler. "I used the UAVs to observe about two kilometers ahead . . . looking for deep targets."

The clock had counted down to A-hour (attack hour), and fire rained down on the city, but 2-7 sat immobilized, held up by the lack of progress with the breach. Rainey was annoyed, his battalion had been in their attack position for several hours, and they were tired of waiting. "We were frustrated, as you can imagine," Rainey said, "because we were burning darkness up and we really wanted to have the entire period of darkness—limited visibility—to fight." Because of the delay, his unit leaders had a difficult time keeping the men alert. The men were tired, cold, and miserable in the forty-degree weather—much colder than they were used to—and, adding insult to injury, a steady drizzle was falling, further dampening their enthusiasm.

The mine-clearing line charge blew up in a thunderous explosion, sending a huge cloud of dust and debris into the air. "It took one hour to clear just one lane," Griffin recalled. "Because of the amount of time left, the decision was made to launch 2-7 Cav. It was important that the penetration occur during the hours of darkness," he explained, "to provide the greatest opportunity to go deep rapidly." Rainey's mechanized battalion had the bit in its teeth and at 0014 charged forward. "Charlie 3-8's lead tank led with a roller," Rainey explained, "to detonate any leftover mines. So we rolled the lane, marked it with infrared (IR) chem lights and engineer tape. The breach was easy to find, because the kid jammed the rollers right into the wall of a building . . . a good point to orient on." Rainey praised the tank commander. "To get a roller off a tank, you have to dismount. So, a young hero jumps out of his tank and drops the roller."

Mine-clearing Line Charge (MCLC or MICLIC)

The Mk 155 mine-clearing line charge is a rocket-propelled explosive line charge that is used against conventionally fused mines. The line charge is 350 feet long and contains 1,750 pounds of C-4 (plastic) explosive—five pounds per linear foot—that can blast a lane sixteen meters wide by one hundred meters long by creating an overpressure that sets off the mines. The line charge, consisting of seven hundred C-4 blocks attached to a nylon rope that is coiled inside a metal container. It is propelled by a 5-inch rocket that drags the charge out of the container and carries it down range. Lieutenant Commander Richard Jadick described its deployment: "The rush of the rockets launching, the whiplash hiss of the lines uncoiling behind them, the rolling thunder of the ultimate explosions . . . the line charge took on the added effect of serving notice, like the cavalry charge played on a bugle—Kaboom! Here we come . . . !" The change can be detonated from inside or outside the amtrac. The MCLC has been in the inventory since the late 1960s and was used in Vietnam to clear suspected mines and booby traps or to collapse tunnel complexes.

For the battle of Fallujah, Lt. Col. Peter Newell, commanding officer of 2nd Battalion, 2nd Infantry, had to argue to take it to the fight. "I showed him [Colonel Pittard, his boss] a piece of video of a weapons storage house in northeastern Fallujah. It had been hit with a 500-pound bomb and, as it detonated, there were literally IEDs surrounding the block that began to detonate in sympathetic detonations. We counted twelve." Newell argued that he could achieve the same thing much more quickly and with more control over its use.

Division Objective 1, Jolan Park, was actually an amusement park, complete with rides and a Ferris wheel. Intelligence officers considered the Jolan District to be an insurgent command-and-control headquarters. Its seizure was predicted to be a bloody affair. *Defenseimagery.mil 041112-A-1067B-057*

Rainey followed the lead element through the breach—Charlie Company, 3-8 Cav; Rainey's command section; Alpha Company, 2-7 Cav; and Charlie Company, 2-7 in that order—west on the initial road and then turned south on Phase Line Henry, where Alpha 2-7 moved into their tactical formation. "I'd given them three axes of advance," Rainey outlined, "a platoon on each; one tank in the middle, mech [Bradley] on each side, to attack in zone oriented on Jolan Park [division objective A]." Rainey said his orders were to "kill anybody we saw that presented themselves, within the rules of engagement, but we were not going to clear; we were just going to attack Jolan Park and seize it." Karcher explained the significance of the objective. "Jolan Park was an amusement park with a Ferris wheel you can see pretty well from a distance," he said. "Intelligence led us to believe that the enemy was using it as a key rallying point to conduct their mobile defense from. Everybody believed that it was going to be the final bastion." Rainey's battalion was given twenty-four hours to reach the objective.

3rd Battalion, 1st Marines

Lieutenant Colonel Buhl's 3/1 followed 2-7 Cav with two companies abreast: India Company (Raider) to the east and Kilo Company (Spartan) to the west. Lima Company (Warrior) followed in support of Kilo Company in order to clear bypassed terrain of enemy troops. Lima Company also had a "be-prepared-to" mission to reinforce either company. Major Griffin remembered that "2-7 completed their penetration without incident about 0600, just as it was getting daylight. It only took them an hour and they were all ready down at Phase Line Fran." Rainey reported that resistance was light. "Some of the Marines around me," Griffin said, "were kind of concerned that they had missed the fight . . . this was their chance to kick some ass, and now the bad guys aren't even in there."

Kilo Company was the battalion's main effort and first through the breach. Buhl's instructions to his men were "to kill everything squad size and larger . . . not to get bogged down . . . stay hand in hand with 2-7 . . . provide them with infantry support, and make sure you continue to advance through the city, because speed is on our side." The 289-man Kilo Company was led by Capt. Timothy J. Jent, a former enlisted Marine who commanded with a sure hand. His company was reinforced at the last minute with a platoon of tanks, a section of AAVs, an engineer squad, a psychological operations team, a combined anti-armor team, a SEAL sniper team, interpreters, artillery and mortar forward observers, and several embedded journalists. The sudden increase in strength concerned him. "I was worried about keeping track of the men, as well as not having enough time to train them. At first we were pulling our hair out trying to make sure everyone was on the same page but after a while, it was like we had been doing it our whole lives. I found it's important to establish a personal relationship with the attachments by getting to know them. Next, let them know your expectations, find out how they can support and how they can do it. Finally, let them go to work."

Kilo Company's mission was to clear the houses along Phase Line Henry and follow 2-7 Cav to Jolan Park. India Company was on Kilo's eastern flank, while 3/5 was on the western flank. "The company had two platoons up and one back," Jent recalled, "with the command post located behind the lead elements. I attached the tank platoon to the two lead platoons." He called this formation "fighting the box," combat power forward, with a lighter platoon without tanks to provide flank security or to assist with casualty evacuation, "kind of like a connecting file to the rear area." The two tank-heavy platoons provided mutual support as they moved. Jent said, "Phase Line Henry was wide enough for two tanks on each side of the road but anything off Henry was very tight. If you had a disabled tank there's really no way to get him out. There was only a foot on each side of the vehicle."

Kilo Company went through the breach at 0530. First Lieutenant John Jacobs initiated the assault. "My platoon was the main effort," he recalled. "We ended up right in the middle of the whole battalion, on a route called Route White." Lance Corporal Justin A. Boswood was one of his Marines: "My platoon commander, Lieutenant [John] Jacobs looked at me and said, 'You ready to go

An infantryman is trailing behind an Abrams main battle tank for protection on one of the main streets in Fallujah. Despite their size and firepower, tanks were extremely vulnerable to insurgent antitank demolitions if not escorted by infantry. Conversely, the infantry needed the tanks' destructive power to knock out insurgent positions. *Department of Defense*

Bos?' and I responded, 'As ready as I'll ever be, sir.'" The amtrac ramp dropped, and Boswood ran out into the street. "It was just unreal," he exclaimed, "the city was a shambles, telephone wires just hanging everywhere, houses and cars blown up, huge holes in everything . . . and all you could hear was AKs [firing]… RPGs would come skipping across the street…it was pretty intense!" The scene was almost overwhelming. "It was like, fucking wow, holy shit, this is real . . . and after about thirty seconds of just trying to take everything in, I got my bearing and said to myself, 'Let's go, you know, this is why we're here.'"

Jacobs remembered, "Once we got into the city, I had 1st Platoon on my left flank and 3rd Platoon on my right." His platoon immediately started "clearing houses, house after house." First Lieutenant Timothy Strabbing commanded the 1st Platoon. "We had been in the city maybe forty-five minutes," he recalled, "when we saw movement in a house, four or five guys moving around. We didn't have geometry to get tanks on it, so we used fragmentation grenades and a SMAW (shoulder launched multipurpose assault weapon) and then went in. Two guys were wounded and the rest surrendered, which was rare."

The typical houses that they encountered were one to two stories high, constructed of brick or concrete block. They had flat roofs and enclosed courtyards with perimeter walls. A report described their tactical features. "There are generally two to three entrances to the houses . . . front, kitchen and the side or rear. Exterior doors are both metal and wood. The wood doors usually have a metal gate over the top on the outside forming two barriers to breach. The

A U.S. soldier is finding cover behind the remnants of a civilian car that had come out second best with an Abrams. Because of the danger of vehicle IEDs, they were routinely destroyed by aircraft or tank gunfire. *Defenseimagery.mil 041110-A-1067B-011*

doors have two or three locking points and may be barricaded from the inside. All doors are usually locked and must be breached."

Captain Jent said, "During the first few days the platoons used less intrusive close-in heavy fires when gaining a foothold in buildings." Lance Corporal Matthew Spencer described how his team made a less intrusive approach to a house. "I'm always the first one in," he said. "My team pretty much knows where to go . . . and I don't have to worry about them too much. Coming into the house, we'll usually have a door straight to our front . . . if not we'll have to look for one. We'll go in and from there you pretty much get a visual picture as quick as you can of where all the danger areas, a long hallway or a blind corner, where the enemy can blindside you." Spencer said there seemed to be a standard layout. "The front door opens into a small room with two interior doors, leading to adjacent seating rooms." Generally, the main entrance opened to an indoor courtyard, which had a concrete spiral stairway leading to the second floor. Several wooden hallway doors fronted this corridor. In clearing the building, the teams kicked in the doors to provide entrance to the interior rooms. "If there was no one in the house," Spencer said, "it took maybe five minutes to clear it and up to fifteen minutes if we're searching for weapons."

As Kilo Company advanced, the enemy shifted tactics. The insurgents fought from inside fortified buildings to cause as many Marine casualties as possible. Jent's company "adopted a more deliberate method of killing an enemy that was intent on dying in place." Corporal Francis W. Wolf, an

A partially demolished house was hit with a large-caliber round. This technique was increasingly used late in the battle as U.S. forces ran into insurgents who had barricaded themselves in homes. *Department of Defense*

experienced squad leader, described his technique for assaulting a "suspicious" house: "Usually we'll start off with a rocket and then light it up with Mark 19 rounds [40mm grenades] and small arms fire—basically we just shoot it to hell, 'til we go in. We hit the front door, hit it hard and go right through. Once inside, frag [hand grenade] every room you can—sometimes two or three frags depending on the room, 'cause they haven't been really effective out here." Wolf explained why: "If a frag goes off and you're in a corner, chances are you're gonna be okay. They [insurgents] know our techniques and prepare themselves for it . . . they're really doped up on adrenaline, so wired up that they just shrug it off."

Within three hours of crossing the breach, Jacob's platoon was three hundred meters from Jolan Park, the center of the Jolan District. "It's kind of a civic center of the city" he recalled. "There was a Ferris wheel there, playground and things like that. It was also the center for enemy activity. There was a market place around it where we found large weapons caches." The company held up. "It was pretty obvious that it was an American objective," Jacobs said, "and we took quite a bit of indirect fire, which caused several casualties." At this point, the attack was well ahead of schedule. "I don't think anybody was expecting the

United States forces developed detailed plans for the swift evacuation of casualties. Most often the wounded were loaded on whatever vehicle was handy and taken to a forward medical aid station. After initial treatment, they were then evacuated via helicopter to the rear for more extensive treatment. *Defenseimagery.mil 041119-M-2583M-070, 041119-M-2583M-075, and 041119-M-2583M-065* assault to move as quickly as it did," Jacobs postulated. "We finally got the order to move west toward the Euphrates and regimental objective Delta, the Al Kabir mosque." India and Kilo companies reoriented their attack and prepared to pass through 2-7 Cav. Both suffered heavily from mortars, snipers, and RPGs.

Lima Company, clearing houses behind Kilo, ran into heavy resistance and lost two Marines killed in action. The battalion after-action report noted, "Intense mortar fire as Lima Company was establishing its defensive lines resulted in the combat ineffectiveness of an entire squad." Sergeant Chad Cassady was awarded the Silver Star for saving the lives of those men. "Under sustained, heavy, and highly accurate enemy direct and indirect fire," the citation noted, "he repeatedly exposed himself to save the lives of several wounded Marines who were trapped in the open, pulling them to safety despite his own multiple, serious wounds. He refused to accept medical aid until all other wounded were treated."

As night fell, the battalion moved into static and defensive positions. The command element, which was positioned just to the east of Kilo Company, sustained effective mortar fire on its position. The battalion after-action report noted, "Throughout the night observation posts from each company observed enemy movement to the west and conducted numerous mortar, artillery and air strikes."

3rd Battalion, 5th Marines

Kilo Company was first through the breach, followed by India and Lima. "India pushed off, almost directly east," Desgrossielier said, "and established somewhat of a link up with 2-7 Cav as it passed through. Lima pushed along the river and into the Palm Grove." As the battalion advanced through this built-up area, they were forced to leave behind a growing collection of weapons and explosives caches—and many well-concealed insurgents. Intelligence reports indicated that the enemy would withdraw in front of the advancing infantry, infiltrate back to their caches, and redraw weapons and ammunition to attack from the rear.

To combat this menace, 3/5 stood up Task Force Bruno, under the command of Major Desgrossielier. It was an innovative approach to dealing with the problem. "The task force was formed to go through and do detailed clearing," Desgrossielier explained, "just behind the front lines. We were literally two blocks back from where they were fighting." His force consisted primarily of explosive ordnance disposal (EOD) Marines and Headquarters and Service Company organized as infantry squads. Desgrossielier said, "We got them away from the support role they were in and more in a direct role of helping win the battle."

The men who served in the task force went through pre-combat training. "Everybody was trained to shoot their weapon in a ten second gun fight, anti-weapons manipulation; switching magazines . . . gun fighter stuff. We reviewed

The insurgents established huge stashes of weapons and ammunition throughout the city in homes, schools, and mosques. Fallujah was literally an ammunition depot. After the battle, it was estimated that two-thirds of the mosques contained caches. *Department of Defense*

The Marine Corps amtrac was used as a fire-support platform, as its .50-caliber machine gun and light armor were useful in assisting to breach walls and to provide machine gun support for its accompanying infantry. Here an amtrac breaches an exterior wall to allow the men in the foreground to enter the interior courtyard. *Department of Defense*

basics . . . how to clear [rooms], throw a grenade, and shoot anything that's in there, blankets, closet doors to make sure nobody's hiding there . . . take no chances." Desgrossielier had two rules: "Don't get anybody trapped inside and, if you get somebody trapped, then we're gonna come in and get them." The major led the first effort. "We used my vehicle because of its high power radio," he explained. "We had a detachment of AAVs, engineers and a couple of sections of snipers to be our guardian angels [security element]."

The task force's methodology was quite simple. "We went into each building after the rifle companies had cleared out the insurgents," Desgrossielier said, "and detailed searched for weapons and ammunition caches." His Marines found "an unbelievable amount of stuff," including "a lot of rockets in drain pipes, even an SA-7 (ground to air missile) underneath a building . . . pretty clever." They looked for patterns. "If we found a large cache, then somewhere around there we'd also find a factory to make IEDs . . . we had a list of things to look for . . . we'd tell our leaders, 'Now, we need you to look in this block here and find the IED factory.'" The task force found that "almost every single building along the river had ordnance in it." The area was known to be a "rat line," a route that the insurgents used to bring weapons and ammunition into the city. The buildings were so chock full of explosives that "we bulldozed it over . . . just pushed the rubble into the river . . . clearing 1,500 to 2,000 meters."

Rat Lines

Rat line refers to the infiltration route that the insurgents used to move men, money, weapons, and ammunition from the Syrian border along the roads and rivers to Baghdad. The rat line followed the ancient smuggling routes that went back hundreds of years. It led from the border town of Qusabayah to Anah, eastward through Haditha, Ramadi, and Fallujah to western Baghdad, in a series of way stations where men and weapons could be smuggled by stages. The infiltrators were protected by agreements with local Sunni tribes, who rejected the "occupation" and their fall from power, or took advantage of the rural Arab traditional hospitality of food and shelter.

The regimental after-action report noted, "Although it was a battalion level operation, TF Bruno's success had operational implications for the entire division. Capturing and either destroying weapons or issuing them to the IIF would help secure the entire city in future months by denying the enemy their primary source of weapons." Desgrossielier was proud of the task force because "No insurgent attacked 3/5 from behind, and the few that did come back . . . we killed 'em!"

Regimental Combat Team 7

Supporting RCT-1 was Regimental Combat Team 7 (RCT-7), comprising 1st Battalion, 8th Marines; 1st Battalion, 3rd Marines; 2nd Battalion, 2nd Infantry; and additional Iraqi Security Forces. RCT-7's objectives were:

> Mission: On order, RCT-7 attacks to destroy enemy in zone and seizes RCT-7 objectives 1, 2, 3, 4, and 5 in order to protect the flank of the division's main effort.

> Concept of Operations: RCT-7 conducts a penetration with three battalion task forces along three axes into northern Fallujah. First Battalion, Eighth Marines, regimental main effort, will attack in zone to seize objectives: 1 Hydra Mosque, 2 Mayor's Complex, and 3 to protect RCT-1's flank. First Battalion, Third Marines attack in zone to prevent anti-Iraqi forces reinforcement from the east. Second Battalion, Second Infantry attack in zone to prevent anti-Iraqi forces reinforcement from the east, and on order seize objectives 4 and 5.

Colonel Tucker's guidance for the attack was simple and straightforward. "We have been assigned a relatively wide frontage and deep zone . . . therefore, we will mass combat power on small battalion frontages to rapidly penetrate the enemy's defenses to seize key terrain and force the enemy to come out and fight . . . this operation will be executed with deliberate violence against the enemy and deliberate mercy for the innocent." He cautioned his men, "We are going up against a competent and cunning enemy who will take advantage of any mistakes we make however, he cannot withstand [our] fighting spirit, training, teamwork and firepower."

The seizure of objective 2, the mayor's complex (division objective two), was the regiment's primary objective. The complex was thought to be an important command and control node for the mujahedeen in Fallujah. The division wanted it taken early in the operation because it was also going to be used to stand up the follow-on or interim government. The regiment designated three additional objectives: the Hydra Mosque, another active command and control node; a lesser-known mosque, which was tied into weapons caches and command and control; and a large weapons cache in the southwest sector of the city. Vuckovitch indicated, "As it turned out, we never attacked in the southwest, [as] those remained in RCT-1's zone, so we ended up only seizing the Hydra Mosque and the Mayor's Complex."

Regimental Combat Team 7 organized three forays to get a closer look at the terrain it had to transit. "The regiment's key leaders went in there with company sized units—tanks and Amtracs—from each battalion and reconned the attack routes for the breach sites," Vuckovitch said. "We went just about as close as we could without getting decisively engaged." The forays gave the leaders an opportunity to observe the enemy's reaction and how they were likely to fight. "I would definitely say at the squad level and below," Vuckovitch pointed out, "they were infiltrating very effectively, moving in small groups—four or six—gathering in large groups for a short period of time, but then moving on foot. They possessed skills in small unit defense and fire and maneuver. They had definitely received training."

The regiment also inserted specially trained teams from 2nd Force Reconnaissance Company. Captain Jason P. Schauble was one of its platoon commanders: "We did two separate dismounted night missions looking for trafficable routes for both 1/8 and 1/3. The first mission was successful. However, on the second mission approximately three hundred meters from the city, Team Two did get compromised and had to pull back to call in artillery and air support." The team was able to extract without casualties, after watching an AH-1 Cobra attack helicopter put a Hellfire missile into the insurgents' position. Team One was inserted five hundred meters from the northwest edge of the city. Staff Sergeant Mark Detrick remembered, "Right off the bat we took some shots with the .50 caliber Barrett sniper rifle at several insurgent observers. They were several hundred meters away in brick buildings, so I punched holes in the walls to try and shoot the guys." The information the teams collected was incorporated into the regimental intelligence plan and used to determine the best routes to reach the breach points.

Regimental Combat Team 7 found the terrain very restrictive with quarries. With only one main road north to south and the same high railroad berm that posed a problem for RCT-1, RCT-7 needed to get tracked and wheeled vehicles across the railroad tracks. Tucker solved the problem by using bulldozers to build hasty ramps. "We brought in D9s and D7s [armored bulldozers] to build a ramp on the north side of the tracks," Col. Craig Tucker explained, "so you could drive up to the flat railroad tracks." Once the earthen ramp was in place, heavy machine guns and tanks were positioned along the top of the tracks to lay down suppressive fire. Amtracs carrying mine-clearing line charges were then brought up to clear a lane through the IEDs and mines. Once the lanes were clear, infantry came forward to seize a foothold on the south side of the tracks. With the infantry providing fire support, the bulldozers built a ramp on the southern side of the tracks for the vehicles. Three breaches were planned—one per battalion—with approximately a kilometer between sites.

The three battalions were each faced with different terrain challenges. Tucker pointed out, "First Battalion, Third Marines had the biggest challenge because they had to go single file through several large stone quarries at night. First Battalion, Eighth Marines was able to essentially trundle down in battle order—battalion in column, companies on line in echelon. The Second Battalion, Second Infantry, had fairly flat battle space." Army Capt. Jeff Jager, RCT-7's liaison officer, thought that 2-2 Infantry's area "was exactly what we needed for a battalion mechanized task force: huge two to three square kilometers of open desert covered by a large earthen berm . . . vulnerable to indirect fire, as it was only five hundred meters from the eastern edge of Fallujah, but it was the best location we could have."

Pre-battle intelligence identified insurgent command and control nodes, gathering places, and possible weapons and ammunition caches. When the attack was launched, these locations were hit with artillery and air strikes. In this photo, several large-caliber artillery shells have exploded, paving the way for the infantry. *Defenseimagery.mil 041110-M-2789C-011*

Lieutenant Chris Boggiano's 2nd Platoon, BRT (twenty men, four Humvees), was tasked to set up 2-2 Infantry's assembly area. "We moved out very early in the morning, while it was still dark," he recalled. "The rain made it pretty painful." Staff Sergeant Jimmy Amyett was tired but keyed up: "The caffeine fix started kicking in . . . and we were just chomping at the bit to get up there and start fighting. We kept looking over at Lieutenant Boggiano and asking, 'Can we go yet, can we go yet?'" At first light, the platoon was authorized to move. "We had to drive the Humvees up a steep slope," Amyett said. "We're looking straight at the sky and, all of a sudden, we crested the top and there was the city. The minute we pulled up we started receiving small arms fire . . . then we started raining down thunder on them using mortars and artillery."

The insurgents responded with sporadic indirect fire into the attack positions. Lieutenant Colonel Newell moved two tanks forward to a location where they could fire into the city. "Hours before crossing the line of departure," Capt. Jeffrey Beauchamp recalled, "We had already destroyed twenty enemy positions, just with our M1 tanks." Lance Corporal Justin A. Boswood watched the fireworks from a foxhole. "They just rocked the city with everything imaginable. They had air stacked to the moon, and they damn sure used every bit of it, 'cause the city was just going up everywhere all night long. It was intense, and to just be able to sit back in a hastily dug foxhole, smoking cigarettes and watching it, was awesome . . . everybody was pumped up." Staff Sgt. David Bellavia was ready

Regimental Combat Teams 1 and 7 waited almost twenty-four hours in their attack positions before commencing the assault. Waiting to face the unknown was hard, knowing that in a few hours they would face the "elephant." Here, bored SAW gunners wait behind the berm. *Defenseimagery.mil 041110-M-5191K-0375*

to go. "The wait that afternoon for H-Hour was absolute agony. There are only so many Knute Rockne pep talks you can give when you're stacked eight to a man in a Bradley. We gorged ourselves on MREs, drinking as much water as we could, getting some shut eye and not really knowing what a sustained urban fight was going to be like."

The riflemen of Alpha Company 1/8 were dug in on the forward edge of the battalion's attack position. "The men were bitterly disappointed they would not be going into the city in the initial assault," Capt. Aaron Cunningham related, "[and] they felt left out. We were not slated to go in until Bravo Company took the Hydra mosque." The men were keyed up. It did not help that the company happened to be on the medical evacuation route. "All night long, armored ambulances and beat up vehicles passed our positions," he recalled glumly. "It definitely had a dampening effect on the men." Cunningham had painstakingly gone over every detail of their mission, and they were ready to go. "Three days before the attack I brought in my officers and staff," he said, "and went over my five-paragraph order. I had the route to the objective and the complex itself drawn on the side of a wall so they could visualize the plan. After that, we adjourned to an open field where the objective had been laid out with tape. I never asked where the company gunny acquired all that marking line."

The Breach

On D-1, Task Force HVT (high-value target), composed of Marines from 2nd Force Reconnaissance Company, was assigned to precede the breach. “Our objective was to conduct sniper operations, reconnaissance and surveillance, and shape the battlefield,” Maj. David C. Morris explained. “Colonel Tucker wanted us to bloody the nose of the Mujh [mujahadeen] and let them know that we were gonna take care of business.” Three reconnaissance teams and a SEAL sniper team conducted a nighttime infiltration to within a few hundred meters of the city and set up hidden shooting positions, known as sniper hides. They immediately spotted small clusters of enemy. “We saw four or five Mujh that were going in and out of a building and we estimated there were several others inside,” Morris recalled. “We requested CAS [close air support], which put a GBU 12 [Paveway II, laser-guided 500-pound general-purpose bomb] on it that just destroyed the building.”

Despite close coordination with RCT-7, the team’s location received friendly fire. “It was heavy fire and very, very accurate . . . actually coming into our position . . . within a few feet,” Morris said, “and we had to pop a red star cluster [signaling a cease-fire] to get it to stop.” The second day, the teams took out four of five priority targets that RCT-7 wanted eliminated before crossing the line of departure. The teams used laser-guided bombs and cannon fire from aircraft to attack insurgent personnel and positions, in addition to taking out

A Marine peers through the destruction caused by a 500-pound bomb. Forward air controllers used laser designators to “light” up targets for the smart bombs. Sensors in the ordnance locked onto a beam of light from the designator with unerring accuracy. *Defenseimagery.mil 041213-M-3988H-003*

Lieutenant Colonel Gareth F. Brandl, commanding officer, 1st Battalion, 8th Marines, November 2004. *Defenseimagery.mil 041119-M-2583M-059*

individual enemy with well-aimed sniper shots. Staff Sergeant Mark Detrick's team was tasked to "see if the railroad tracks were mined, take pictures of them—slopes, angles, degrees—and determine if engineering equipment was needed to get over the tracks." The reconnaissance teams marked the routes for 1/8 and then pulled back to link up with it.

1st Battalion, 8th Marines

Lieutenant Colonel Gareth F. Brandl's plan was to "gain a foothold in the city and start maneuvering from there." He assigned battalion objectives because they were significant ideological targets—the Hydra Mosque, the Cultural Center, and the mayor's complex—that the enemy wanted to hold. Brandl's plan called for Bravo and Charlie Companies to pass through two breaches in the railroad to seize a foothold in the city. Alpha Company was to remain in the attack position.

At 1900, Weapons Company, two infantry platoons, and a platoon of tanks moved forward to covered positions. Two tank-escorted amphibious assault vehicles towing trailers containing line charges rolled up behind them. The first trailer was positioned, and the firing sequence initiated. "It didn't detonate," Maj. Mark A. Winn said. “I think the munitions device was cut. One of the Marines, I think it was Lance Corporal Fowler, or Corporal Fowler, had to go out and manually charge, manually prime, the MICLIC. He was like the forward Marine in front of everybody while this firing’s going off, manually priming the MICLIC to blow.” This time it worked.

The second AAV moved into the cleared lane and repeated the process. Lieutenant Commander Richard Jadick, 1/8’s battalion surgeon, was close enough to the charge that he experienced how “the intense force of the shock wave, followed immediately by the sound of the wave, shakes you from the inside out, rattling through your body.” Before the smoke even cleared, engineers on foot picked their way through the debris field marking the edges of the cleared lane with ChemLights (a luminous light stick).

Captain Theodore C. Bethea’s Charlie Company passed through the breach on foot and moved into the Braxton Complex, a series of run-down apartment buildings. The company dismounted from the AAVs and advanced into the rubble-filled development. Sergeant Benjamin P. Eggersdorfer, 3rd Platoon squad leader, recalled, “When we hit the city, there was a lot of confusion at first.” Lance Corporal Ward agreed: “We were kind of disoriented when we got off the AAV. Even though we’d looked at the map probably a hundred times, it’s never like what it seems on the map.” Some of the confusion was caused by the houses they planned on using had been destroyed: “Smashed,” according to Lt. Christopher S. Conner, the company

The SAW gunner in the photo has multicolored “chem” sticks handing from his harness. The sticks were used to mark safe lanes through the breach. *Defenseimagery.mil 041110-M-5191K-038*

The insurgents had stockpiled enormous amounts of weapons, ammunition, and explosives throughout the city. This photo shows an AK-47 assault rifle, loose ammunition, mortar shells, and possible detonators in the cardboard box. *Defenseimagery.mil 041117-M-2353F-033*

executive officer, "and in the dark the men were tripping, falling . . . pretty chaotic." Eggersdorfer said that "once we got into the houses, that's when things started kicking off. We managed to move maybe three or four houses southward, but it was very slow moving in the dark, climbing over walls, going through the houses." His squad found that almost every house they searched had some sort of cache—weapons, ammunition, or explosives.

As they advanced, they were hit with machine-gun, RPG, and sniper fire. Two Marines were wounded, one seriously enough to require immediate evacuation. Despite the resistance, Captain Bethea pushed two platoons forward to expand the foothold. In the meantime, his attached Iraqi Intervention Force (IIF) linked up, swelling his company to over three hundred men. After evacuating the casualties, Bethea ordered his men to continue the attack. "I directed the company to fight 'em in an L-shaped formation," he said, "two platoons abreast and one platoon following in trace to cover the eastern flank. Enemy fire was heavy." His attached tank platoon led, using their 120mm gun to take out enemy snipers and strong points. He also used Basher (the AC-130) against several of the enemy that attempted to come in on his flank. "We pressed the attack through the early morning hours and then consolidated," he recalled, "before deploying to seize the mosque."

As the company advanced, an insurgent fired several shots at them from an alley. "We maneuvered around the guy, down another alleyway to flank him," Conner recalled. "Another insurgent rolled a hand grenade into the street, which exploded and put a Marine down. Two other Marines rushed out to pull him out of the kill zone and were wounded by another grenade." At this point the rest of the men did not know what had hit them or where it came from. They thought it was a remotely controlled IED trap. "A machine gun team had thermal optics," Conner said nonchalantly. "They spotted the guy hiding behind a building and opened up on him . . . now he's history."

By now, Charlie Company had stirred up a hornet's nest. The dead insurgent "had buddies who were crawling all around the streets." Lance Corporal Ward noted, "You couldn't see anything, 'cause the bad guys were well hidden inside the buildings with curtains over the windows. We were pinned down. I saw a row of tracers go right behind us on the road." Conner made contact with Basher. "We had him in direct support. My FAC [forward air controller] got on the radio, freakin' had Basher roll around spotting individuals but was having a hard time identifying who's friendly and who's not." Conner gave the aircraft the Marine positions. "Basher was like—'Okay, I think I got 'em,' and we told him to prosecute. He ended up toppling the building with the bad guys in it." Captain Vaughn thought that Basher's optics were incredible. "I've seen it before and it's basically like looking at a TV screen. They were able to identify some targets for us just by heat signatures." Shortly before dawn, Charlie Company hunkered down for a breather, less than five hundred meters from the battalion's main objective, the al-Hydra Mosque.

A badly wounded Marine is loaded onto a stretcher for evacuation. Another Marine with a leg wound (the white bandage can barely be seen) waits on the ground. *Defenseimagery.mil 041110-M-5191K-220*

Captain Michael A. Stroud, Bravo Company's FAC, was on a roof, "trying to get visibility on a reported rocket and mortar location." He contacted Basher and asked it to take a look. "He found a group of ten to fifteen individuals well beyond our front lines," Stroud recalled. "He PID'd [positively identified] 'em and I cleared him hot." Basher engaged and killed the insurgents. "While he was doing that," Stroud said, "the 3rd Platoon took some fire, so I got Basher to search the area. He found three individuals and got them with his 40mm cannon." Stroud found that working with Basher was "pretty exciting. I never worked with a C-130 gunship before . . . it's a pretty awesome weapon." After running the two targets, Stroud moved south with Bravo Company to Phase Line Cathy in support of an attack on the al-Hydra Mosque.

Brandl launched the attack on the mosque with two companies. Bravo Company was to provide support by fire from the Iraqi Cultural Center across the street from the al-Hydra Mosque, while Charlie Company seized the area surrounding the structure. An attached Iraqi unit called the Emergency Response Unit (ERU)—billed as the national SWAT (special weapons and tactics) team, trained by former SEALs and other special ops forces—was tasked to enter and search the building. Captain Schauble "wasn't really comfortable doing a night job with them," since "they weren't that well trained, and they didn't have NVGs, only flashlights, so to do a night move with them was not smart." The battalion reached a compromise. The ERU would be inserted "as light came up."

Iraqi Emergency Response Unit (ERU) soldiers attached to 1st Battalion, 8th Marines, clear buildings. ERU was billed as the national SWAT (special weapons and tactics) and was trained by former U.S. Navy SEALs and special operations forces. *Defenseimagery.mil 041110-M-5191K-224*

The al-Hydra Mosque was a known insurgent command-and-control center and a weapons storage location. It was also considered to be a key piece of terrain. “You can see the entire city,” Lieutenant Conner recalled. “I climbed all the way up to the top of the minaret and I could actually see where our forces staged for the attack into the city. If they had people up there, they definitely knew we were coming.”

Charlie Company cautiously advanced through a built up area to a location close to the mosque. Captain Bethea directed his 3rd Platoon; the FIST; and Team 1, 2nd Force Reconnaissance Company, to cover the eastern flank. Captain Jason P. Schauble, the reconnaissance platoon commander, and Team 1 took up a position in a three-story white building to provide overwatch. “That is where we got into a sustained fire fight for the entire day,” Captain Schauble recalled. “We took a lot of fire from all directions.” The insurgents were shooting small arms and RPGs from fortified positions. The team was returning fire when Petty Officer Nate Burnash, the team corpsman, was shot as he stood by a wall on the roof. “Rounds were impacting above us,” Staff Sergeant Detrick recalled, “and one of them ricocheted down and hit him in the back, knocking him down.” Detrick and another man pulled Burnash to cover and “put a sucking chest wound seal on his wound, carried him downstairs, and evacuated him.”

Bravo Company was also shooting it out with the insurgents. “The whole company started opening up,” Captain Stroud recalled. “The sound was deafening. I mean, ricocheting off the buildings, off the walls . . . machine guns; everybody packed together . . . it was loud.” A truck pulled up behind his rooftop position. At the same time, he spotted an insurgent in a doorway. “I started firing that way . . . everyone was engaging. There was one dead body in front of the truck. We put a 40mm grenade into the truck and it caught fire.” Later on, Marines searched the area. “There were three bodies outside the vehicle,” Stroud said, “and three inside. A couple of the bodies had suicide vests on.” Enemy contact continued to be intense. “Much fire from a lot of different places,” he remembered, “down the alleyways and the roadway.”

In the meantime, Captain Bethea led the way to the last covered position across the street from the mosque. “It was just my headquarters element,” Bethea explained, “meaning myself, the first sergeant, some radio operators and the 2nd Platoon. On the way we took sporadic machine gun fire while crossing alleyways between the buildings. After reaching the position, we were immediately pinned down by very, very intense sniper fire.” The snipers were quickly eliminated through a combination of tank fire and SMAWs. Bethea then had the tanks create three breaches through the mosque’s courtyard walls. “We then used all the smoke [grenades] we had in the 2nd Platoon to create a screen for the attached Iraqis. They killed four insurgents while securing the mosque.” Several

The U.S. Army's armored medical vehicles proved to be a godsend in evacuating casualties from the city. They protected passengers from small-arms fire, and their speed and maneuverability enabled them to quickly evacuate casualties through the street debris. *Defenseimagery.mil 041112-A-1067B-006* and *041112-A-1067B-032*

other insurgents were killed by the Force Reconnaissance snipers as they fled the building. A sweep of the mosque uncovered sniper rifles, AK-47 assault rifles, RPGs, hand grenades, and IED-making material. There was also a clinic, which had been recently used by the insurgents to treat their wounded.

After the mosque had been secured, the reconnaissance unit, now reinforced by Team 2, decided to move in order to provide better support to Charlie Company. They had to cross an open field to get to another building. "My team set up a base of fire," Staff Sergeant Jewell recalled. "Team 1 went across." Halfway across, "an enemy machine gun opened up," Detrick said, "and took out my assistant team leader, Sergeant David Caruso. The only thing that saved the rest of us was a garbage dumpster that we got behind." Detrick and another Marine attempted to rescue Caruso. "As I was crawling . . . some kind of armor piercing round punched through the dumpster, hit the ground in front of me, bounced off my left forearm, hit the wall behind me, and bounced back at me." The two managed to reach Caruso. "We could see that he was gone," Detrick said. Heavy enemy fire forced the two to leave the body and seek cover. After two attempts and four more wounded, Captain Schauble was able to get an armored ambulance in to recover the remains.

Major David C. Morris, a FAC with the reconnaissance platoon, spotted one of the insurgent positions. "The position was very well hidden," he recalled, "covered with camouflage netting. We put six sniper shots into it . . . and never saw movement again." Later, one of his sergeants spotted two men carrying weapons and then "two more guys carrying a carpet tried to slink down the wall closest to our building," Morris said. "It was obvious they were all working together . . . and they came out of the alleyway where the shots had come from that killed Sergeant Caruso." Morris opened fire. "Sergeant Davis and I shot three of them before my M4 jammed," he said. By the time he cleared the jam, the fourth insurgent had hidden in the bushes. "I put twenty to twenty-five rounds in there," Morris recalled, "and then we brought up a SAW [squad automatic weapon]and put two hundred more rounds in the bushes." When they searched

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During the assault of the city, U.S. forces did not have time to collect Iraqi dead. As the fighting wound down, local humanitarian organizations were hired to collect and give the remains a proper burial. Here, four insurgents await the burial party. *Department of Defense*

The body of an insurgent lies in the street after being shot while running between buildings. His weapon was retrieved and destroyed to keep it out of the hands of other insurgents. *Defenseimagery.mil 041109-A-1067B-041*

the area later, they found the insurgent's body. "For me, that was probably the best thing I did . . . because we knew that those people killed Sergeant Caruso . . . so, it felt pretty good."

The battalion's disposition at the end of the day found Charlie Company at the mosque and Bravo Company across the street in the cultural center. Alpha Company remained north of the breach, preparing to advance south to take the mayor's complex.

2nd Battalion, 2nd Infantry

The Abrams and Bradleys of Capt. Paul Fowler's Alpha Company, 2nd Battalion, 63rd Armor Regiment (2-63), rolled out of their attack position right on schedule at 1714, fully an hour and forty-five minutes before they were scheduled to cross the line of departure. Alpha Company took their attack-by-fire positions without incident and prepared to provide covering fire for the breaching operation. At 1900, Fowler ordered his vehicles to fire three volleys into the buildings that fronted the breach site. "The results were exactly as we had hoped," Fowler said, "creating massive casualties and chaos within the enemy ranks, disrupting their ability to defend against the breach."

Fifteen minutes later, Lt. Col. Peter Newell, commanding officer of 2-2 Infantry, sent Alpha Company (Team Mech) across the line of departure. "[Captain] Sean P. Sims led two plow tanks through the breach and fired a MCLC at 1915," Newell said. "I was literally only a quarter mile behind him and watched five or six secondary explosions go off." Staff Sergeant Amyett remembered, "It was this gigantic mushroom cloud and it was just thunder and fire." Another soldier described the blast as, "awesome! You could see IEDs kicking off in the sky and exploding. It looked like fireworks."

Sims' company went through the breach in about ten minutes, but not without incident. "The minute the first Bradley went through," Amyett exclaimed, "it was like the Fourth of July down there with small arms fire coming from every direction . . . it was pretty hairy!" Newell reported, "Sims had either two mines or two IEDs go off on him [without damage], but he was the last guy through the breach that had any issues at all." Bellavia's vehicle passed through when, "boom! It felt like the vehicle lifted off the ground. Sergeant First Class Cantrell's [Bradley] had a small fire under its track leading up to the initial dismount." Bellavia kept moving. "It was really hard for the Bradley commanders to stay buttoned up . . . because we're trying to go with speed. You can feel the Bradley hitting soft sand and the resistance of them plowing the earth around."

While Team Mech was going through the breach, Lieutenant Boggiano's platoon moved to the high ground overlooking the city, "shooting anything that moved in the area." Newell wanted him to force the insurgents out of the area around the breach site. They had a long-range advanced scout surveillance system, which Staff Sergeant Amyett thought was "probably the most valuable piece of equipment the platoon had. It's a thermal laser sight that you can see forever with . . . when you scan with it; it can pick up hot spots. The insurgents would be like five clicks into the city, thinking they were safe. You could look through the LRAS, magnify in, hit the last button, and it'd give you a ten-digit grid and direction . . . the perfect call for fire to take them out." Newell said the troop was "essentially ambushing guys," because the insurgents could not see the soldiers. "They were very effective in cleaning the area out for several hours," Newell reported.

Captain Neil Prakash, platoon leader with Alpha Company, 2-63 Armor (comprising two tanks, two Bradleys, and two infantry squads), attached to the BRT, was west of the cloverleaf when, "My gunner sees three to five guys running south to north across [Phase Line] Fran and go into a building in front of a mosque about two and a half clicks away." Prakash lased it and came up with a ten-digit grid coordinate, which was needed for an artillery mission. "At the moment, there were guys running out of this building pouring diesel fuel into the streets and set[ting] it on fire," he recalled. "I called Ramrod 18, the fire guy [artillery fire direction control], and told him what I saw." After providing the direction, the grid, and distance, he requested one round for observation. "So, the round comes in and landed right on top of this guy pouring diesel on the flames!" Prakash screamed, "Fire for effect, fire for effect!" The two Paladins at Camp Fallujah fired twenty 155mm rounds, "something like one round every 30 seconds."

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A U.S. Army Paladin 155mm self-propelled howitzer. Two of these guns were co-located at Camp Fallujah with the Marine towed battery. Their forty-three-pound high-explosive shell was particularly effective against Fallujah's masonry buildings. *Department of Defense*

Prakash watched them blast the target. "Some hit the building and some hit just south of it, but every explosion was like a volcano: three to five guys shot up like they'd come out of a geyser—and they were perfectly still, not waving or fanning their arms . . . they were already dead as they were airborne and blossoming out." Prakash estimated that the first salvo killed "thirty to fifty" insurgents. He called for an additional ten rounds. "Right before this, a guy came out of the building . . . dragging his AK by the sling . . . and just then these ten rounds land right on his head." At the same time, the BRT tanks were firing their main guns into the building. "My gunner sees a guy get blown off the seventh story . . . hit the ground so hard that he bounced up about two stories off the asphalt. It was the most insane, surreal thing I'd ever seen . . . ." Some time later, Prakash was told, "The fire mission you called took out Omar Hadid!" He asked, "Who the hell is he?" and was told, "He was the second in command of Abu Musab al-Zarqawi." Prakash was told later that a battle damage assessment (BDA) estimated that over seventy insurgents were killed.

With Team Mech securing the breach, Team Tank passed through their lines and turned west to secure objective Coyote, a school yard, in preparation for the attack south. They took the objective at 2328, a little over four hours after commencing the attack. Fowler was elated. "This is what we hoped for, failure or destruction of their command and control network. Many insurgents attempted to egress into the Marines' sector . . . but the establishment of

Army mechanized soldiers leave the protective shelter of a wall "at the double" to cross an open area. The two attached mechanized units utilized their limited number of infantry for close in protection, leaving the detailed clearing of the city to the two Marine regiments. *Defenseimagery.mil 041109-A-1067B-018*

blocking positions along the border with our flank unit prevented the majority of the enemy from escaping."

Newell's last unit, the attached 6th Battalion, IIF, in large five-ton trucks, attempted crossing the breach. "They got hung up for a little while," he said. Captain James Cobb explained that "the heavy tracked vehicles had eroded all the dirt that was supporting it, so when the Iraqi vehicles went over they just bottomed out on the rails." The command sergeant major, Steve Faulkenberg, went back to straighten things out. Newell learned that "because of the poor visibility, he [Faulkenberg] got out of his up-armored Humvee to guide it. The gunner was looking one way and the driver the other. When they looked back, they couldn't find the Sergeant Major. They got out of the vehicle and found he's been shot over the right eye. Faulkenberg was immediately evacuated by an M-113 medical track and taken to the rear. Major Lisa DeWitt, 2-2's surgeon, recalled she was in the battalion aid station when Faulkenberg was brought in. "He was laid down [and] I took the dressing off and I knew it was a fatal shot." DeWitt reported Faulkenberg's death was "a shock to a lot of soldiers and I think it threw them."

Captain Sean Sims' Team Mech immediately established a blocking position about one thousand meters beyond the breach to provide support for Team Tank as it came through the breach and commenced its attack into the city. "Third Platoon rolled right through," according to Capt. Jeff Emery,

Mike Battery, 4th Battalion, 14th Marines, located at Camp Fallujah, provided 155mm howitzer support. Here the photographer caught the round "on the way" as it left the tube. *Defenseimagery.mil 041111-M-3658J-006*

"and started clearing houses to gain a foothold in the city. I pushed my platoon [1st Platoon, Alpha Company] though and continued going down to my first objective. We ended up overshooting it and just cleared three or four houses to get back to it." Emery's platoon experienced sporadic small-arms fire but "used thermal sights to spot and place effective fire on them." Sergeant Colly's Bradley was behind the two platoons. "I was scanning around and spotted four insurgents running from one building to another. My gun malfunctioned, which pissed me off."

Bellavia dismounted his squad. "It was an extremely dark night with very little natural illumination; thank God there was white phosphorous (WP) on the ground." The WP or "smoke" was used during the breach penetration. Captain James Cobb, 2-2's fire-support officer, said, "We had always planned on shooting smoke on the breach . . . and I had targets planned for that." The use of the white phosphorus was something of a media sensation because they claimed the U.S. violated the Law of War by using it on civilians. Bellavia praised the officer because "Cobb did an amazing job of prepping the area . . . the front four buildings were completely pancaked . . . a lot of kids still have fathers today because of his precision out there." The two M109A6 Paladin 155mm howitzers from Battery A, 1st Battalion, 6th Field Artillery, supported Newell's battalion. They were positioned at Camp Fallujah along with a battery of towed M198 155mm howitzers from Mike Battery, 4th Battalion, 14th Marines.

Trouble at the Breach

Shortly after 2330, Newell received a radio call from Lt. Col. Mike Ramos, commanding officer of 1/3, requesting to send their tank platoon through 2-2 Infantry's breach. "The engineers got one of their D9 bulldozers stuck in the breach," Capt. Thomas Tennant, commander of Charlie Company, 1/3, explained. Captain Gil Juarez's Charlie Company, 1st Light Armored Reconnaissance Battalion, had his thirteen light armored vehicles (LAVs) spread out about 100 to 150 meters behind the berm, providing a screening force for the battalion's attack position. "The night was pitch black," he remembered. "There were support fires going out. We were putting out a smoke screen using M825 felt wedge [a 155mm white phosphorus shell designed to produce a smoke screen on the ground for a duration of five to fifteen minutes] and we were getting occasional insurgent pot shots, mortar fire and RPGs. The word went out to bring up the engineers and the bulldozers." Juarez was assigned to provide security for the breach. "The plan was to cut the tracks and have the bulldozers create a breach site," he recalled. "A D9 came out of the dark and starts to veer away from the breach site. The driver did not have NVGs and couldn't see where to go, nor did he have a radio, so I notified my scout section to get control of the vehicle and get it over to the breach site."

One of Juarez's scouts ran out and jumped on the dozer and started yelling and pointing in the right direction. The driver acknowledged and started off again. "A few minutes later," Juarez remembered, "he's off course again, so another Marine flagged him down and ground guided him to the right spot." However, within a short time, the bulldozer got fouled in the tracks. It created an obstacle that effectively plugged the breach, keeping vehicles from passing through. "The whole plan was based on speed, rapid build up of forces," Capt. John P. Bobo said, "and suddenly we hit a snag right off the bat . . . the momentum was lost." Captain Juarez recalled, "By this time, we're way behind schedule so the battalion brought Charlie Company forward to advance on foot." Captain Tennant recalled, "As I brought the company, one of my tracs set off an IED daisy chain . . . about five or six blasts. One of them hit the side of an amtrac packed with troops. One of my men was wounded severely, a traumatic amputation of an arm and a leg. Another caught a small piece of shrapnel and suffered a concussion. A third man, one of the amtrac crew, was struck in the face. All three were evacuated."

Lieutenant Colonel Mike Ramos, 1/3's battalion commander, made a command decision to recover lost time. "He made an audible," Lieutenant Colonel Vuckovitch explained, "to utilize Task Force 2-2's breach site, rather than waiting around and trying multiple options. He immediately made a call to head out east, breach, and then come back to his zone, and it worked like a charm."

D9 Bulldozer

The $1 million, sixty-two-ton D9 is a heavy tracked bulldozer manufactured by Caterpillar, Inc. It is over twenty-six feet long, fourteen feet wide, and thirteen feet tall, making it one of the largest bulldozers in the United States military inventory. In 2003, the United States brought nine of the bulldozers to Iraq for the invasion. They were initially used to breach obstacles, since they were mine-resistant and could clear roads and debris fields quickly because of their fourteen-foot long, seven-foot-high front blade. It also had a "ripper" in the rear of the vehicle that could tear through rock. The fifteen-ton Israeli-made armor kit provided protection to the mechanical systems and the operator cabin. The D9 was used extensively in the battle of Fallujah to demolish insurgent strongholds once the operators found that the vehicles were relatively impervious to enemy small-arms and RPG fire.

1st Battalion, 3rd Marines

After transiting the breach site, 1/3's tanks and amtracs cut back west to link up with Charlie Company and assist it in gaining a foothold on the northern edge of the city. "The Amtracs then went back to pick up Bravo Company," Bobo explained, "but there was a mix up getting the company loaded. That took some time . . . I would say close to two hours." The amtracs went back a second time and picked up Alpha Company. Bobo said, "To get the whole battalion into the city, I'd guess it took about eight hours . . . a good chunk of the first night." Charlie Company pushed into the city to gain a foothold. "We were supposed to attack with two companies on line, so we were held up waiting for the rest of the battalion," Captain Tennant said. "It was almost daylight before we got the word to move. The company pushed ahead toward its objective, a mosque in the middle of 1/3's zone. Bravo followed on their eastern flank. Bobo indicated, "They took a lot of gunfire from their flanks."

Captain Juarez recalled a blue-on-blue incident. "First Battalion, Third Marines' 81mm mortar platoon was actually fired on by the Army artillery battery at Camp Fallujah. They were behind us, kind of offset. As I understand it the platoon's location was not passed all the way up through fire support channels, so it was not registered as a friendly position. When it fired, the Army's counter-radar picked it up and automatically fired on the position. The rounds were extremely close, literally landing in the mortar firing positions. Fortunately there were not fatalities, but some Marines were injured . . . amazing!"

Captain Mulvihill led his small detachment of Iraqi soldiers through the breach. "It was me and twenty-two Iraqis, one translator, and an Iraqi journalist," he recalled. His assistant, Staff Sergeant Via, led eighteen more. The two groups made it through the breach, but with difficulty. "Every time a round hit, the Iraqi soldiers scattered," Mulvihill said, "so I grabbed the interpreter and told him, 'Listen, we just have to line 'em up and walk as quickly as we can to catch up with Charlie Company." Mulvihill led off and the Iraqis followed. They linked up with the Marines and followed along behind them toward battalion objective B, a mosque. Once they reached it, the Marines were to provide overwatch while the Iraqis cleared the "culturally sensitive" building. "We would be the first ones into the mosque," Mulvihill lamented, "despite the fact that the Iraqis were not ready to do any type of night operation, especially a night attack."

Upon reaching the objective, Charlie Company's attached tanks fired a couple of suppression rounds at an insurgent machine gun inside the mosque. "It was time for the Iraqis to do their thing," Mulvihill recalled, "so I turned to their platoon commander and said, 'We're going across this open area and we're gonna take the mosque.'" The Iraqi lieutenant replied emphatically, "My men are too afraid," pointing to his men squatting along the side of the road. A very frustrated Mulvihill responded with, "We gotta go; we gotta do this, that's why we're here." It was then that Staff Sergeant Via took the matter into his own hands by "grabbing them by their gear and pulling them up and getting them

With a burning car in the background, these Marines carefully observe the area around them. One points out something as the others strain to see if it's a threat. *Defenseimagery.mil 041110-M-5191K-093*

A search team at night, as seen through night vision goggles. The white spots on their helmets are probably infrared Chem-Lights. *Department of Defense*

into formation." Mulvihill yelled, "Let's go. Grab as many as you can, we're doing this!" and took off in a two hundred–yard sprint across the open area.

Mulvihill raced past the Marine tanks. "In retrospect," he said, "the tank commander probably thought I was pretty crazy because, by the time I got past 'em, I looked back and I was all alone!" He reached a breach in the wall surrounding the mosque and held up. "About thirty seconds later, two Iraqis finally made their way to my position. Fifteen seconds later, Staff Sergeant Via had two more, literally pushing, and pulling them to get 'em here." The two Americans went through the hole. "I was scared like anything," Mulvihill explained, "but personal pride kept me going. I said to Via, 'You got me; I got you, that's it.'" They entered the building alone—the Iraqis waited by the wall—and cleared the two-story mosque with their personal weapons. "I had my pistol," Mulvihill recalled, "and Via had a rifle."

Chapter 19

D+3 (November 10)

Despite the fighting, Marines took time out to observe the Corps' 229th birthday. Natonski recalled, "General Sattler went to General Abizaid and asked if the Marines could have a couple of beers to celebrate the Marine Corps birthday. General Abizaid to his credit authorized the request, so we flew in eight hundred thousand beers or so from Marine Forces Europe." However, they were not distributed until after the fight ended. "For those Army units that went back to their commands," Natonski said proudly, "we tried to ensure that every soldier got two beers to take with them."

Regimental Combat Team 1

Shupp remembered holding a short ceremony in the stairwell of the apartment complex. "The Sergeant Major read General Lejeune's message. I read the Commandant's birthday wish and then we had our cake ceremony." Each Marine received a small piece of rum cake, courtesy of the regimental executive officer's sister, who had sent it just in time for the birthday. One company commander kept his birthday wish to his hard-fighting men short. "Marines, treat them [insurgents] with honor, and kill 'em, and kill 'em again. Happy Birthday!" Shupp's adjutant, 1st Lt. Anthony A. King, broadcast the regiment's battle honors over the radio. Army psychological units took it upon themselves to blare out the "Marines' Hymn" throughout the city, much to the delight of the Leathernecks.

At this point in the operation, the regimental fire-support coordination center (FSCC) had an extremely difficult and complex task. Four battalions were converging on one area and attacking or blocking in different directions. The regiment noted, "The FSCC employed a Fire Support Coordinator (FSC), an assistant and two or three air officers twenty-four hours a day, just to keep up with the supporting arms requirements."

Marine Corps Birthday

The Marine Corps traces its lineage back to the Revolutionary War, where legend has it that its first recruits were enlisted at a bistro named Tun Tavern in the city of Philadelphia. In 1921, Commandant John A. Lejeune published an order that made November 10 the official anniversary day, and since that time, Marines all over the world—"in every clime and place"—take time to honor those men who have "borne the title United States Marine." (Author's note: My company in Vietnam was brought in from the field to celebrate the Corps' birthday with steak, potatoes, pie, and, wonder of wonders, ice cream!)

As the regiment advanced further into the city, it brought the 4th Battalion, Iraqi Security Forces, into play. "They were to block along the main routes . . . [in] a very limited area . . . from east into the west on [Phase Line] Henry," Shupp recalled. "We were concerned about accidental discharges and friendly fire, so we had to really control their areas." Shupp had members of his staff "march them down" to their area. He was pleased that "they immediately went into position and started stringing wire and pushing up berms."

The regiment continued its attack. "We were trying to get as deep as possible to get behind the IEDs and the insurgent defenses," Shupp explained. "I had a three pronged attack . . . 2-7 coming down toward the bridges, 3/5 attacking down the river road, the north-south axis, the 4th IIF screening to the east and 3/1 aiming for the Kabir mosque."

3rd Battalion, 1st Marines

At first light, Kilo Company prepared to seize the al-Kabir Mosque complex, regimental objective Delta, which consisted of the actual worship building and a large dormitory. Lima Company conducted a supporting attack on the water-treatment plant just to the north, while India Company attacked to seize dominant terrain along the river. "We had to reorient our attack to the west," Jent recalled, "for the 0800 attack. The second platoon was the main effort; first platoon would support by seizing the *souk* [market] to keep insurgents from interfering with the attack; while the third platoon, with combined anti-armor team attached would provide overwatch and fire support." First Lieutenant John Jacobs recalled, "We spent a fairly peaceful night . . . sporadic fire but nothing too close or accurate. The next morning we started off with a pretty good prep of the mosque, which we had been told contained one of the largest weapons caches in the city." The company called in artillery and an airstrike . . . two five hundred pound bombs on the dormitory, leaving the mosque

A Marine manning a M240G machine gun is in position to support other Marines as they advance. The M240G fires a 7.62mm round at up to 950 rounds per minute. *Defenseimagery.mil 041110-M-5191K-062*

untouched." The insurgents responded with several rounds of ineffective 82mm mortar fire.

Lieutenant Jacobs started the assault by seizing a school on the eastern side of the mosque. His third squad quickly set up a base of fire for the first squad's entry into the mosque. "It was pretty anti-climatic," Jacobs related. "There was no resistance. All we found was some rocket propelled grenades, a few rounds, some magazines. The big weapons cache that was supposed to be there never materialized. It could have been there but the building that got bombed was just a pile of concrete, and there was no way to know what was lying beneath tons of rubble." As the company consolidated, their mortar section came under small-arms fire from three insurgents, who were subsequently killed.

Lieutenant Colonel Buhl and Major Griffin were following in trace of Kilo. "It was fairly obvious that the company was in fairly significant contact," Griffin recalled. "You could hear it and see RPGs streak from a high level on one building, shooting down at a sharp angle into the urban canyon that Kilo was in." The company's attached tanks took it on the chin. "Some tanks were disabled," Griffin remembered, "not a lot of extensive damage but multiple . . . I mean twelve to fifteen RPG hits on a tank. The turret got locked in position, the sighting capabilities were lost and they had to start shuttling tanks back to get them fixed." Kilo Company quickly returned fire and knocked out the enemy positions, but it took a couple of hours to fight through the ambush. The slow movement had an effect on the rest of the battalion. "Because Lima Company was behind Kilo, it got stalled. Captain [James] Heatherman, rather than just sit there, started detailed clearing the area around him . . . and that's when he started to take heavy casualties."

Lima Company was in something of a dilemma. Because Kilo Company was in front of them and another battalion was on their left flank, they weren't free to use heavy weapons to knock out the insurgents that were firing on them. "Lima had two choices: kneel in the road and wait to get hit, or take the fight to the enemy," Griffin said. "So, they entered the buildings . . . and now were faced with a bad guy hunkering down in a corner . . . and are now in a ten foot shoot out with him." In addition to the fire restriction, the company was concerned about innocent civilians being caught in the fight. "At this point, we were unsure if they had left the city," Griffin recalled, "and we didn't want to start throwing fragmentation grenades into Uncle Ahmed's house, not knowing if his wife and kids were in there . . . it was quite a dilemma for Lima Company." At the end of the first day, India and Kilo Companies were abreast of Jolan Park, with Lima Company in position behind them.

2nd Battalion, 7th Cavalry

A day and a half into the fight, Lieutenant Colonel Rainey's mechanized battalion had seized its day-two objective. Rainey explained, "We're already a little bit

A machine gun squad waits for the word to move out. There is an anxious look on the heavily armed Marine in the center of the photo carrying the gun's tripod strapped to his pack. He is armed with an M16 with a M203 grenade launcher. *Defenseimagery.mil 041111-M-5191K-022*

The Marine on the left is about to throw a hand grenade into the hole to his front, while his buddy on the right tosses his in. The hand grenade was the favorite weapon of choice for clearing a room, although there were reports that insurgent defenses limited its effectiveness. *Defenseimagery.mil 041125-M-5191K-034*

ahead of schedule and we had a long discussion about whether we should hold what we had during the daytime and wait for another night—because we were really having our way with the enemy at night because of our optics." Rainey called Shupp and posed the question. Shupp responded with, "Continue the attack!" Rainey decided to have Capt. Edward Twaddell's Alpha Company, 2-7 Cav, conduct two platoon-sized attacks against the day's objectives.

Captain Twaddell received the orders to conduct the attack west toward the Euphrates bridges, which Rainey designated objectives Kentucky and Ohio. His lead elements moved out at 0900 against light resistance and reached the southern bridge, Kentucky, without further incident. Rainey noted, "The enemy had a squad sized element there, but it was downhill and the 25mm Bradley machine guns made quick work of that defense." An attached SEAL team checked the bridge for IEDs and explosives but did not find anything. Twaddell learned afterward that "IEDs had been concealed by digging them into the asphalt and either melting tires or putting asphalt on top of them." Alpha Company continued toward objective Ohio, "and encountered the same type of resistance; ten to fifteen guys trying to make some impassioned last stand, that lasted all of about three to four minutes," Rainey noted. Continuing on, Alpha Company "came nose to nose with a Marine company," Twaddell recalled, "fighting from east to west. We did our recon as quickly as we could and got out of their hair." Having completed the mission, Alpha 2-7 went firm for the night.

Rainey noted that 2-7's disposition at the end of the day was, "Apache down by Ohio and Kentucky in overwatch; we've got Cougar screening along Phase Line Fran and the southern road that runs from Henry to objective Kentucky. Comanche has got Phase Line Henry from Fran back to the train station secured." A newsman quoted Rainey: "There are committed fighters out there who want to die in Fallujah. We are in the process of allowing them to self-actualize."

3rd Battalion, 5th Marines

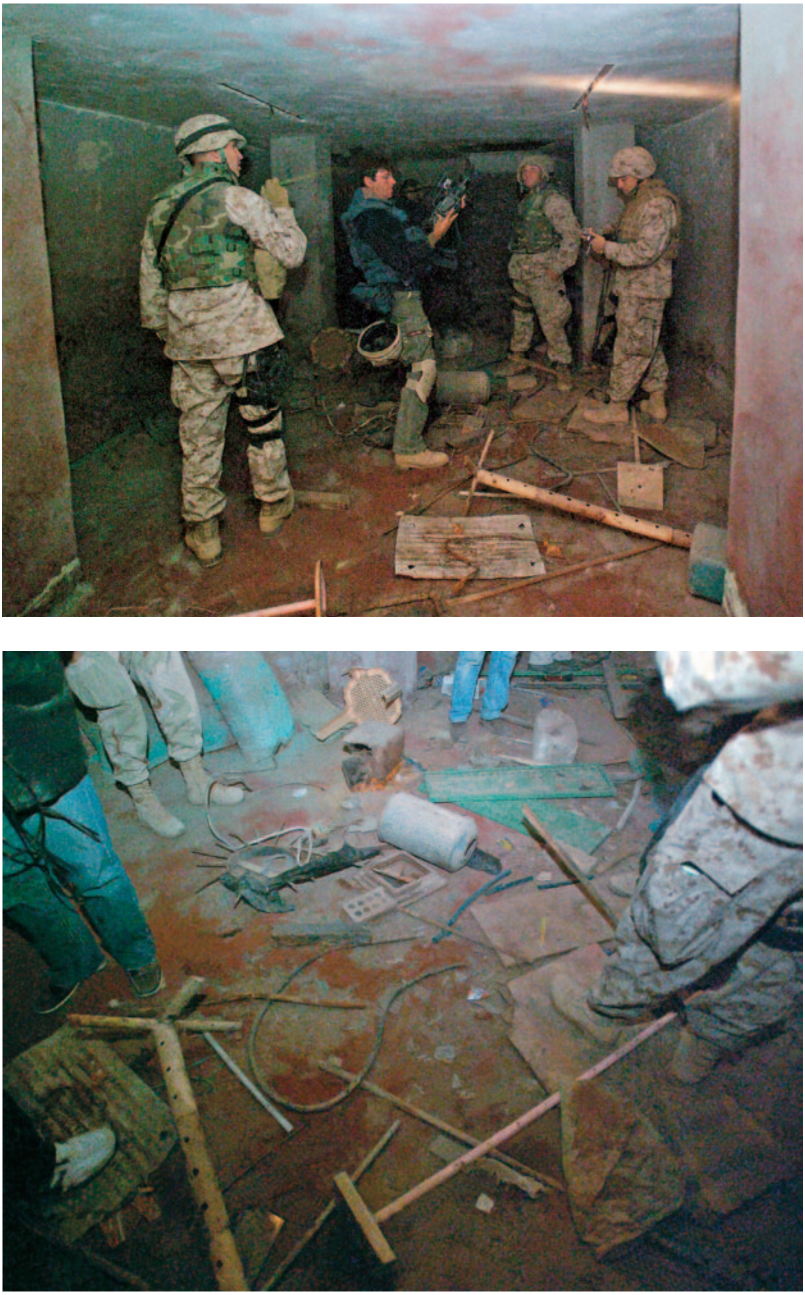
Lieutenant Colonel Malay's battalion moved into the Jolan, searching for weapons and explosives caches. Major Bourgeois remembered the tenth as the day that the 3/5 was involved in some of the heaviest fighting. "It slowed us down a lot," he said, "because there were numerous pockets of insurgents holed up in buildings." Late in the afternoon, Kilo Company started crossing an open area near a mosque, when they were fired upon by snipers barricaded in two buildings. The company sent a squad against the western building. As they moved toward the house, the insurgents threw several hand grenades, wounding two of the Marines. A sniper wounded another, as the remaining members of the squad rushed the building, killing the four insurgents inside. Bourgeois was close by. "I'm a paramedic, so if

A wounded Marine is being taken out of a building by a U.S. soldier. In many cases, the wounded reached the aid station within fifteen to twenty minutes after being injured. After being stabilized, the individual was flown out of the city by medevac helicopter. *Defenseimagery.mil 041110-M-5191K-100* anybody's hurt, I go to help them." He responded and "physically carried several wounded Marines to awaiting Humvees." After assisting with the evacuation of one of the wounded, he returned and found "a severe fire fight in a building." "I climbed up to a rooftop to get a better vantage point to where I could actually see what was going on. There were four of us there. I heard someone say, 'One of 'em got on the roof' and I saw an AK-47 get thrown over the top of the roof, over to an adjacent building . . . so we knew where he was going. Everyone just aimed for that spot. As soon as the guy brought his little head up, all four of us shot at once . . . and he dropped like a ton of bricks."

Another squad moved against a two-story house that was surrounded by a brick-enclosed courtyard. Sergeant Jeffrey L. Kirk led an assault team to the gate and prepared to enter the house. Private First Class Christopher Adlesperger kicked it open, and the team rushed into the house. The first man was killed in a burst of insurgent machine gun fire and three others were wounded. "Adlesperger immediately attacked the enemy with rifle fire," the Navy Cross citation stated. "While doing so he suffered a fragmentation wound from enemy grenades. [He] single-handedly cleared stairs and a rooftop to move the injured to a rooftop where they could receive medical attention. On his own initiative . . . he established a series of firing positions and attacked the enemy . . . disregarding his own wounds and physical exhaustion . . . he demanded to take the point for a final assault [and] was the first Marine to re-enter the courtyard where he eliminated a remaining insurgent at close range." (Newly promoted Lance Corporal Adlesperger was killed in action on December 2 while leading his men on another clearing operation.)

As Adlesperger fought inside, Kirk led two assaults into the building in a rescue attempt. The rescuers were forced to withdraw under heavy insurgent fire. In one of the attempts, Kirk, "although wounded as he approached the position," his Silver Star citation noted, ". . . continued to attack by throwing a grenade into the room and then eliminating the enemy machine gunner with a rifle." He regrouped his men, and after "refusing medical attention he remained as the point man and led the Marines in for a third assault. He quickly overwhelmed and destroyed the remaining insurgents, clearing the building to the roof." (Sergeant Kirk returned to duty after recovering from his wounds but was killed in action on December 12 while leading his men on other clearing operation.)

Bourgeois went back down to the street, just in time to see the company commander lead a squad into a house to rescue a wounded Marine. "There was heavy automatic fire as he threw in a couple of grenades and bursts open the door . . . big fire fight inside," he remembered. "The next thing I knew, a stretcher team comes up and I go along with them to help drag a Marine out of the rubble. I rolled him over . . . the whole right side of his face is gone. I looked deep into his



During the clearing operations, several bloodstained rooms were discovered, with evidence of torture. These photos show bloodstained walls, ceilings, and floors. In one instance, Marines were able to liberate individuals who were slated to be next on the torture list. *Department of Defense* skull and knew he was dead." Seeing that the dead man's buddies were "visibly and utterly upset," Bourgeois and the company commander comforted them . . . covered the remains, loaded it on a vehicle, and transported it to the rear. A search party discovered nine dead Iraqis and several weapons in the house. Bourgeois said that "although everybody was pretty much visibly shaken, we still had to continue on with the fight. It was probably the worst day that we had . . . and that was on the Marine Corps birthday."

As 3/5 continued to sweep the area, they discovered evidence of torture. Bourgeois saw "dead bodies all over the place . . . that were shot in the face and/or shot in the back of the head. They were definitely executed." One of the more gruesome sights was "animals eating the dead." The battalion also discovered an execution chamber. Bourgeois was present on discovery. "It was the Iraqi Police captain's home, a normal looking house, until you opened up one door and there were three cells in there . . . actual metal cells, with dirt floors. There was one freshly killed individual in the first cell, bullet wound to the face. In another cell there were actually two living individuals who were extremely emaciated. They were malnourished to the point where it affected their mental state. In the farthest cell, which we didn't unlock, there was another person who was apparently shot, because he was lying face down." Later that day, the battalion located the missing driver for two kidnapped French reporters. He was taken to the battalion aid station, treated, and questioned about other hostages he might know about.

Regimental Combat Team 7

The rapid advance of both regiments to Phase Line Fran (Highway 10) had changed RCT-7's initial plan. Instead of clearing the entire southern section of the city, it would continue pushing south within the same boundaries and phase lines already in use. It was decided that one battalion of the regiment would remain behind and assist the Iraqis in clearing the northern part of the city. The 1st Battalion, 3rd Marines, drew the assignment.

1st Battalion, 3rd Marines

The battalion commenced detailed clearing of buildings in its zone. "The companies worked the zone," Bobo explained, "basically conducting their own company level operations." The companies developed their own tactics, techniques, and procedures (TTPs) for clearing houses. Bobo recalled that "they used every breeching technique from knocking down the building, using tank main guns to make an entryway, AAVs to knock holes in the walls and shotguns to bust locks." The danger of running into insurgents was always there. As a squad from Charlie Company was clearing a house, they were suddenly taken

A Marine rifle squad carefully follows an AAV down one of Fallujah's narrow streets. Cordite smoke from an explosion is in the center of the photo. From its size, it was probably from a tank round. *Department of Defense*

Debris littered the streets, making it difficult to move. In addition, many of the homes were partially destroyed, which provided the insurgents with material to build defensive positions, as well as offering cover and concealment. *Defenseimagery.mil 041125-M-5191K-012*

under fire from the second floor. "I was talking with the regimental commander," Captain Tennant recalled, "when a small firefight broke out. As the intensity increased, I excused myself and ran across the street to find out what was going on." Tennant's 2nd Platoon under Lt. Dustin M. Shumney had started to clear a house when it came under fire. "They searched the first floor without incident," Tennant said, "but as soon as they tried to get up the stairs to the second floor, they received heavy small arms and machine gun fire. Six Marines were wounded and trapped on the first floor. Lance Cpl. Aaron Pickering was seen to fall on the floor above and was presumed dead."

The situation was becoming desperate. Lieutenant Shumney reported that the insurgents were firing armor-piercing rounds through the floor among the trapped Marines. Tennant ordered another squad to assist. "As the squad reached the building," he said, "they breached the door. The second man in the stack, Hospital Corpsman 3rd Class Julian Woods took two steps inside and was struck in the head, mortally wounding him." Sergeant Kristopher D. Kane, according to the Silver Star citation, "entered the building amidst a hail of enemy armor piercing rounds fired at him through the ceiling and dodged hand grenades that were tossed down the stairs." He spotted several wounded Marines and placed himself to provide covering fire while others pulled them out of the building. As luck would have it, an engineer team with a D9 bulldozer showed up at the company command post. "I directed it to knock a hole in the building," Tennant recalled, "so the trapped Marines could escape." Sergeant Kane "held his ground, in the direct line of enemy fire, even as a D9 bulldozer . . . began collapsing the building around him." As the last of the wounded were pulled out, a portion of the wall fell on Kane, crushing his leg. As the bulldozer collapsed the building, the operator killed two insurgents, including one he knocked down with the blade and then ran over.

The clearing operations turned up a substantial amount of weapons and explosives. The companies started to incorporate Iraqis to assist in the effort. "It took a while to get them fully integrated," Tennant pointed out, "but once we did, they could find a lot more. They knew the hiding spots . . . they knew things that looked irregular, whether it be in a neighborhood or in a house. They helped uncover a lot of hidden caches that we would've missed." The Iraqis were used as a separate platoon within the company and were given blocks of houses to clear.

Mulvihill and his IIF were working with Alpha Company in an area of run-down abandoned buildings. "The company set up a patrol base," he said, "which was essentially a series of positions from which they could move out throughout the area, and start clearing buildings, houses and garages." Mulvihill spent the first night sleeping in the street. "It was dark when we got there and when I woke up I was lying on the sidewalk of the worst dirtiest neighborhood possible." His men started searching block by block. "Every fourth or fifth garage we discovered stockpiled munitions and weapons," he recalled. "Ironically enough, the Iraqis Intervention Force never entered a house and encountered the enemy shooting at them . . . and yet cleared as many, if not more houses than the rifle companies."

Captain Mulvihill's Iraqis were following in trace of the battalion to their next objective. "It was another mosque [Hydra]," he recalled, "and again the Iraqis were charged with clearing it." His Iraqis were gaining confidence in the daylight. "They saw the Marines who were killing people and there had been no Iraqis casualties," he recalled. However, the two Americans still had to lead their charges into the compound. Fortunately, the mosque was empty, except for "some small arms and anti-American propaganda."

An M1A1 Abrams main battle tank named "Rommel" picks its way through the city's narrow, rubble-filled streets. Its 120mm main gun is deployed to the left, ready to fire. *Defenseimagery.mil 041125-M-5191K-058*

1st Battalion, 8th Marines

At 0400, Capt. Aaron Cunningham's Alpha Company became the main effort for the battalion. They loaded into amtracs and headed south. The column was led by three Marine tanks from Alpha Company, 2nd Tank Battalion, under the command of 2nd Lt. Jeffrey Lee. Captain Michael A. Little recalled, "I think we crossed the LD into Fallujah and hit the government complex about 0500. We had some small arms and RPG fire going there, but nothing significant." Captain Cunningham did not remember any fire, although he expected to be hit. "I rode in an AAV immediately behind the tanks because I wanted to make sure of our position," he said. "I was very concerned that we would get bogged down if we had to fight our way through." Cunningham urged the tanks to go as fast as they could. "It was a weird feeling," he said, "going along the shot up streets and burning fires waiting for the first shot. As we passed every intersection, I fully expected the insurgents to start shooting."

The company reached the complex without incident within fifteen to twenty minutes of crossing the LD, and immediately executed Cunningham's plan to make two breaches in the outer wall. Lee's tanks blew two gaps in the masonry with their 120mm main guns and shouldered their way through the breach, followed by the AAVs. "We immediately moved in," Lt. John V. Flanagan said, "and started taking the individual buildings utilizing SMAWs to breach the inner walls." The 1st Platoon took the buildings on the right, 2nd Platoon

Marines cautiously peer out of a broken window, careful not to expose themselves, as insurgent snipers were active and accurate in the northern section of the city. The Marine in the center wears ballistic glasses to protect his eyes. *Defenseimagery.mil 041112-M-5191K-041*

took the left, while 3rd Platoon covered the rear. There was no opposition; the complex was empty, although a large cache of mortar rounds and RPGs was discovered. Cunningham said that by 0600, the complex had been searched and cleared. However, "as soon as the sun came up," according to Major Winn, the battalion executive officer, "all hell broke loose! There were heavy small arms, machine gun and RPG fire from all directions."

The company took cover in the masonry buildings and returned fire. Fortunately, the concrete structures protected the Marines from the hail of mortar and RPG fire. Lieutenant Flanagan was located initially in the police station, and "then about 1030, I moved to a high rise building nearby. I was in a room by myself when a round passed by my head and ricocheted off the wall behind me. Startled, I jumped out of that room as quickly as I could."

Inside the exposed courtyard, Lee's tanks took the insurgent positions under fire. At one point Lee dismounted from the turret to retrieve .50-caliber ammunition and was shot in the right arm. One of his crewman wrapped the wound with all-purpose duct tape and, according to the Silver Star citation, "refusing medical attention, Lee continued to fight the enemy . . . his aggressiveness and bravery . . . were critical to the success of the company." Eight days later, after being given a direct order by his company commander, Lee reported to sick bay. He was quoted as saying, "There were a lot more important things going on than me . . . I was just one man in the fight."

A Marine sniper in his hide is armed with the M82A3 special application scoped rifle (SASR) .50-caliber sniper rifle. He is well back in the room to avoid detection by a countersniper. *Defenseimagery.mil DM-SD-06-03727*

The fire-support team on a roof tried to spot the enemy positions. Flanagan went up to watch. "We started taking precision shots . . . a round barely missed Lieutenant Malcolm." Captain Cunningham thought the round actually ricocheted off his helmet. He ordered the men off the roof because it was too dangerous. They quickly cleared the roof, except for Malcolm, who turned back to get his pack. "As he turned the corner and came back to the doorway," Flanagan described, "we heard a shot and saw the look on his face as he fell forward." The young officer had taken a round in the lower right side, which came up through his chest. Two corpsmen immediately started working on him. "His skin was just pale white; he'd lost all coloring and his breathing was very shallow." Malcolm was carried to the ground floor and evacuated but succumbed to the wound. Flanagan said, "For the next twenty-four hours, our sole purpose was to find that sniper."

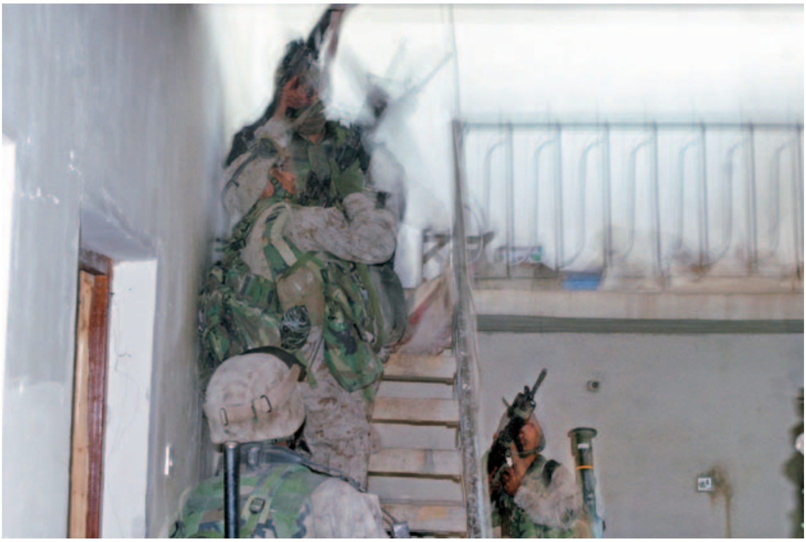
While Alpha Company battled the snipers, Bravo Company attacked down Route Ethan to seize the mosque on Phase Line Fran. Two blocks into the assault, multiple snipers and machine gun fire pinned down the company. Staff Sergeant Jewell was on a rooftop not far away. "I spotted four or five Mujh [insurgents] about 650 yards away," he said. "I decided to take the difficult shot at one . . . he was moving . . . and I probably hit three or four inches behind him . . . and they all scattered like roaches when the lights come on." Jewell hit them with 81mm

The destructive firepower of the M1A1 Abrams 120mm main gun completely demolished an insurgent's hideout. Infantrymen in the vicinity had to ensure they were some distance away from the gun, or the blast shock wave could cause bleeding from the nose and ears and take one's breath away. *Defenseimagery.mil 041210-M-8205V-027*

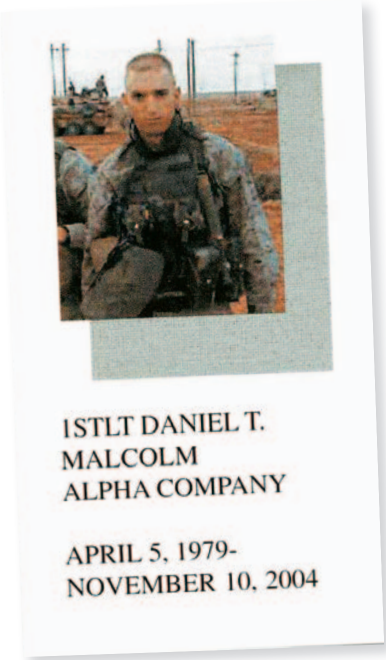
mortars and "blew the shit out of the area. There's no doubt that we killed 'em." It took Bravo Company until after dark to start moving again. "We literally cleared every house immediately across the street from the mosque," Bethea said, "as well as the second row back. A Force Reconnaissance team cleared the highest building overlooking the mosque. I then ordered the Iraqis to come forward, which they did and cleared the building." The Iraqis found caches of weapons and ammunition, which under the Law of War caused the mosque to lose its protected status. During Operation Phantom Fury, sixty mosques—three out of every five—were found to have weapons caches or fighting positions. Bravo Company spent the remainder of the night in the mosque. Charlie remained in the mayor's complex.

2nd Battalion, 2nd Infantry

The BRT was a few hundred meters south of Phase Line Fran when Capt. Neil Prakash heard that Outlaw 1 (Boggiano) was in contact. Prakash pushed forward to help out. "We could see the four gun trucks out there . . . dust and dirt kicking up everywhere . . . and saw Boggiano shooting into houses, a couple hundred meters in front of him." Prakash saw where the insurgents were firing from and took them under fire with high-explosive antitank (HEAT) rounds. "We lobbed rounds about 1,300 meters into those houses and successfully blew the backside



The camera caught the search team in motion, pointing their weapons at potential danger areas. One man has taken position under the stairs to get a better angle on the second floor, while his buddies advance up the stairway. If the insurgents are there, the combat will be close and deadly. *Defenseimagery.mil 041128-M-1951K-007*



1STLT DANIEL T.
MALCOLM
ALPHA COMPANY

APRIL 5, 1979-
NOVEMBER 10, 2004

First Lieutenant Daniel T. Malcolm, Alpha Company, 1st Battalion, 8th Marines, was killed in action on November 10, 2004. *1st Battalion, 8th Marines* out. When you're a tanker, there's nothing better than just blowing shit away with direct fire!"

On the evening of the tenth, Staff Sgt. David Bellavia's dismounted squad was fired on from a house by several insurgents. His company commander, Capt. Doug Walter, said, "The squad cordoned off the block of about ten to thirteen buildings. They began clearing each house, trying to find out where the guys were who had shot at them." Staff Sgt. Colin Fitts led his men into one of the houses and, as they were about to enter the second room of the house, "they were engaged by a couple of insurgents who were hiding behind a concrete barrier," Walter recounted. The location of the insurgents prevented the men from either advancing or pulling out. They were trapped. "Rounds started penetrating the wall they were taking cover behind," he continued. One bullet went through a flak vest and grazed the side of one of the men. "It was a pretty dire situation." Staff Sergeant Bellavia was close enough to see "fire coming from everywhere . . . it looked like if you took a campfire and threw a telephone pole on it, embers of tracer fire just going through everything and going everywhere." One of Fitts' men was hit.

Walter said that "Bellavia picked up a squad automatic weapon . . . stepped into the doorway and suppressed the insurgents long enough for the squad to break contact." Bellavia remembered, "I'm just squeezing this thing down [SAW] and people are just piling out, slipping on glass, falling. There are bloody handprints [and] there's blood on the ground." A Bradley moved forward and pounded the building with 25mm rounds, but its fire was ineffectual. Bellavia decided to "soften the insurgents up. I'm going to go in there like a banshee, I'm going to throw grenades, I'm going to make a loud noise, they're going to run out of the house and my guys are going to shoot them." Just before going in, Specialist Lawson stepped up and told Bellavia, "I'm not going to let you go in there and die alone." Bellavia acknowledged with a simple, "You coming?" and led the way into the house.

Inside the house, Bellavia "put my head down to peer around the corner and this barrage of fire, accurate as all get out, takes a shot at the base of the wall. Bullet holes everywhere. I'm bleeding from my face, Lawson's bleeding from his face [and] my knuckles are red." Bellavia spotted an insurgent preparing to fire an RPG. "I was completely fatalistic," he said. "I turned the corner . . . squeezing my M-16 and the RPG guy just dropped." Another insurgent fired and missed. "His first burst was really left, long and high." Bellavia did not miss and wounded him. Suddenly, he heard an insurgent's flip-flops on the stairs. "I took the left part of his breast, just below the abdomen. He just crumpled and moaned." Walter reported, "a third insurgent was in a closet . . . and came bursting out, firing wildly." In the exchange of fire, the insurgent was wounded but managed to flee up a flight of stairs. Bellavia followed, threw a grenade into a room at the head of

Marines enter the courtyard and then into the house where insurgents may be waiting. The first man in may walk straight into the "cone of death," an insurgent field of fire. *Defenseimagery.mil 041123-M-5191K-019*

the stairs, and wounded another insurgent, who fell at his feet. "I'm swinging my rifle to whack him in the head," Bellavia said. "I make contact with him a couple of times . . . and he hit me with something metallic . . . cracked my tooth."

Bellavia took off his helmet and bashed the insurgent on the head, putting the man down. The two struggled. "I literally jumped on him . . . the dude bites my left hand . . . digs into my leg with his fingers . . . and bites me right in the genital region." In the struggle, Bellavia's knife slid off his belt and landed on the floor next to the insurgent. Bellavia picked it up and killed the man. Exhausted, bleeding, and "scared to death," he staggered out of the building, just as an insurgent fell at his feet from the third story balcony. Bellavia retrieved an M16 and fired "until I'm out of ammunition." A reaction squad made contact with Bellavia and hustled him out of the area because an air strike had been called in to demolish the building. Captain Walter said, "By the time they got back to the house, they couldn't find the fifth guy Bellavia had engaged. They had the four he had killed. He single-handedly cleared the house, killed four insurgents and probably mortally wounded a fifth." Staff Sergeant Bellavia was awarded the Distinguished Service Cross for his actions and has been recommended for the Medal of Honor.

Chapter 20

D+4 (November 11)

Regimental Combat Team 1

Regimental Combat Team 1's multivehicle "jump" command post pulled into the courtyard of the mosque. Shupp hopped out and warmly greeted Rainey, who had arrived earlier. As the two started to discuss the situation, the division commander's convoy rolled up. This was not unusual, because "Natonski came into the city every day," Shupp said. After observing courtesies, the officers gathered around a Humvee that had a map of the city scrawled across the hood. The cluster of officers presented a once-in-a-lifetime target, even though their personal security details had taken positions to cover them. Shupp admitted being concerned. "One of the things I needed to do was keep him [Natonski] away from the fight because the last thing I wanted was to see him get injured." The scene in the courtyard was right out of a war movie. Shupp said he would never forget it: "There's a couple of dead enemy fighters on the grounds of the mosque, and snipers are shooting at the minaret above us. We're getting pelted on our helmets with broken tiles."

Shupp launched into a brief of the tactical situation. He noted that RCT-1 had seized all its objectives and was a day ahead of schedule. "We're not having any serious fighting," he said. "This has gone much faster than we thought. We killed a lot of them and we're finding all sorts of stuff: torture chambers, execution rooms, large caches of ammunition, squad size enemy units. Their defense doesn't seem coherent . . . it's not a coordinated fight. Our three pronged attack has completely unhinged them." When he finished, Natonski responded by pointing out that "RCT-7 had much tougher going in the northeastern part of the city" and then asked, "What do you think if we pulled Jim Rainey and moved him to the other side of the city to support RCT-7's attack?"

Shupp was prepared with a counter-argument. "We had come up with a couple of branch plans just to continue the attack all the way south . . . attack to the south . . . and keep [2-7] with us." Rainey was quick to point out the tactical considerations. "It was not easy to break contact, disengage, get back and get integrated with a new combat team. It wasn't preferred but, 'Gary Owen, I can do it.'" Natonski was impressed with Rainey's response. "That's what I'd expect a Marine to say." He and Shupp continued the discussion until Natonski looked at Shupp and said, "Could you keep on going to the south of the city?" Shupp responded, "Absolutely, sir, but we need Jim Rainey to stay with us." Natonski approved the change of plan. "I made the decision right then and there with the snipers shooting at the minaret we were standing under," he said. In essence, the plan gave RCT-1 the west half of the city and RCT-7 the eastern half. "Colonel Shupp gave me the new mission," Rainey recalled, "continue the attack down Phase Line Henry to the southern part of the city."

Natonski trekked across the city to personally brief Colonel Tucker on the change. "We decided that he was to cross Phase Line Fran at 1900. We then drew a coordinated fire line around the southern half of the city. Anyone who saw enemy forces in that area was allowed to engage because we knew there were no friendly forces in that part of the city." Later Natonski briefed Sattler, "who accepted it," and then had his staff send out a frag order notifying the division of the change.

2nd Battalion, 7th Cavalry

Rainey immediately reoriented his battalion. "For a mech unit, that requires refueling, rearming, some decent maintenance," Major Karcher pointed out, "so we held out what we had and got the troops ready for the next push." The battalion kicked off the attack at 2200. Captain Glass's Charlie 3-8 Cav led off.

The army's thermal imaging gave them an advantage that the insurgents could not match. While there were scattered reports that the insurgents possessed night vision goggles, this author has not seen any verification. *Defenseimagery.mil DA-SD-07-19804*

Glass said, "I had a tank platoon cover four lanes [streets] in the west, a tank platoon cover the four north/south roads in the east, and my infantry platoon in the center . . . platoons on line." Captain Twaddell's Alpha Company followed in trace. "Charlie 3-8 (Cougar) stayed in front of us," Twaddell recalled, "to work one phase line ahead. We moved through the night, bounding one phase line ahead at a time with minimal contact. We were all incredibly tired." The battalion reached the southern edge of the city and set up a defense, "which was not to our liking," Karcher remarked. "We have a great advantage over the enemy during the night . . . with our thermals . . . we were able to kill them at four hundred to five hundred meters. During the day, the enemy can come out and meet us on a little more even terms."

3rd Battalion, 1st Marines

The 3rd Battalion, 1st Marines, continued the attack to clear the enemy in zone, north to south from Phase Line Elizabeth to Phase Line Fran. Shupp recalled that "although 3/1 had taken twenty or so casualties . . . and was dead tired, they still had to keep going." The battalion moved forward, with two companies on line—India Company on the east and Kilo on the right flank (west)—to rout out insurgents holed up in buildings waiting for the chance to kill Americans. Lima Company remained in position after the previous day's casualties. Lima was tasked with holding the intersection of Phase Lines Henry and Fran and back-clearing the area of the previous day. Lieutenant Strabbing, India Company's 1st Platoon commander, explained, "At this point, we were pretty much fighting as

M1A1 Abrams main battle tanks have just fired their 120mm main guns against insurgent targets in Fallujah. The tanks worked in pairs, providing cover for each other. Infantrymen were in close proximity to keep insurgents from closing the armor. *Defenseimagery.mil 041126-M-5191K-047* a company on line. We'd either have two platoons up and one back, or all three on line . . . systematically clearing every single house; hopping from house to house." The company maximized its attached armor. "We'd split the tanks and AAVs down the two main avenues . . . one behind the other, so that a tank was supported by an AAV." Strabbing used the tanks a great deal to prep the buildings "before the Marines went in because we were taking pretty heavy casualties from insurgents barricaded inside homes."

First Lieutenant Michael Deland, India Company's executive officer, realized that the biggest problem the company faced was insurgents holed up in fortified positions inside buildings. "They [insurgents] were hopped up on drugs and amphetamines and were gonna just wait for us to enter to take them out. We were pretty amazed that, even after prep fires, tank fire, small arms, they would still be alive inside." The insurgents used the building's structure, sandbags, concrete blocks, and furniture—anything to create a fortified position. "A lot of times," Deland said, "they were on the stairwells or roof, using mouse holes to shoot from." The veteran of many house fights, Lance Corporal Boswood pointed out, "You just can't really compete with people that are fortified in a house. You got to find some other means to minimize the threat." The word went out to the assault squads: "If you make contact, pull back and hit the house with a rocket, a bomb, or take it down with a bulldozer."

Gunnery Sergeant Duanne Walters was an engineer attached to 3/1 and often worked with the huge armored bulldozers. "We escorted the D9s whenever the companies called for us. At first they just kind of cleared rubble

A Marine keeps watch through a "mouse hole." It did not pay to expose oneself, as snipers were ever alert to a careless infantryman. *Defenseimagery.mil 060513-M-9529D-017* out of the way. But, once they realized the D-9 could go in and push the house down without putting the driver in danger, the word got out . . . 'Hey, that's a good way to use it.'" It soon became a standard operating procedure to use the D9 "whenever a house was encountered that had insurgents in it." In one case, an insurgent tried to shoot it out with one of the monsters. As he emptied his AK-47 into the cab at point blank range, the driver dropped the several-thousand-pound blade on him, pinning him to the ground. Walters said, "I watched the D9 take eight shots right in the cab windows. It was funny because you could tell the driver was like, 'Uh oh,' realized nothing happened, and kept on driving."

India Company ran into trouble with snipers concealed in buildings. "Two of our guys were shot in the head by snipers," 1st Lt. Michael Deland recalled, "as they were behind the turrets of their up-armored Humvees—one was killed and the other comatose." An Iraqi Special Forces soldier riding with them was also shot and killed. Deland took the casualties to the rear and, "after dropping them off, we drove back through rockets, small arms, all kinds of stuff in the road." Captain Jeff McCormack, the battalion intelligence officer reported that, "groups of two or three [insurgents] would shoot a couple of RPGs, shoot a couple of AK-47s and then drop the weapons and take off running to the next prepared weapons cache, grab them and shoot some more rounds."

Kilo Company continued to be the battalion's main effort. "As we were moving south, we had a lot of sporadic fire here and there," 1st Lt. John Jacobs

A Caterpillar D9 bulldozer at work attacking the corner of a two-story building where Marines took fire from insurgents. At sixty-two tons and with nearly impregnable armor, the bulldozer made the perfect choice for routing out barricaded insurgents. *Department of Defense*

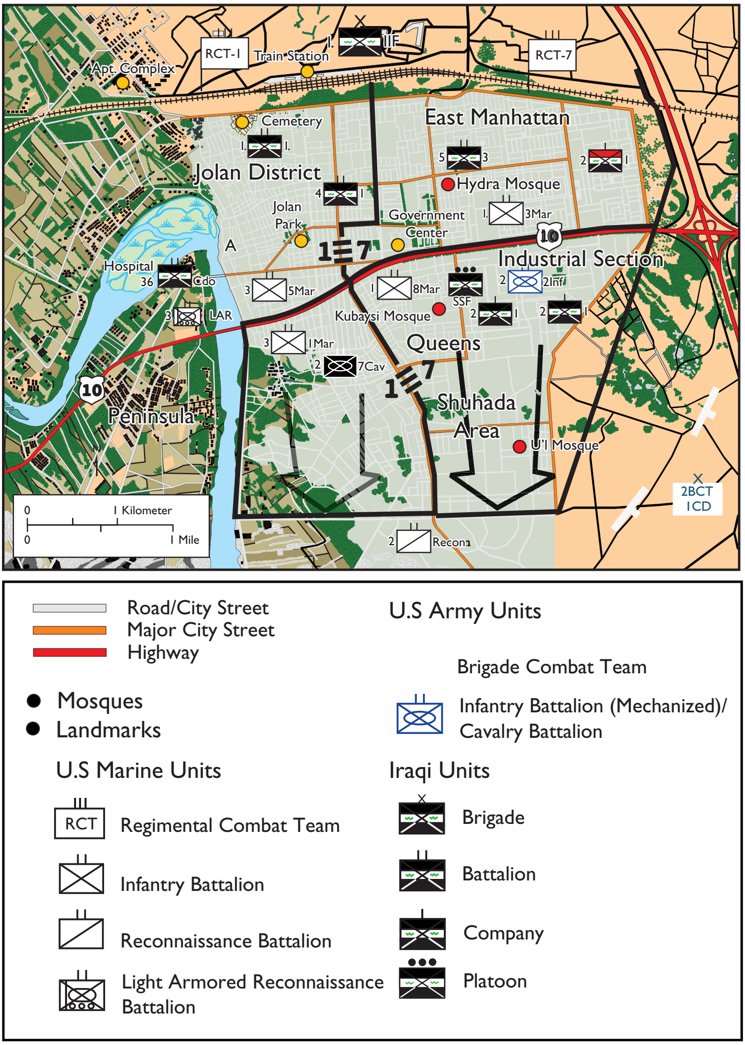
Marines move across a rubble-filled open area toward the houses in the background. At this point they are exposed and bunched up, providing the insurgents with a lucrative target. *Defenseimagery.mil 041128-M-5191K-016*

A U.S. Air Force AC-130 gunship call sign Basher owned the night over Fallujah. Armed with a Gatling gun and 105mm howitzer, the aircraft was a formidable weapon. Its thermal imaging allowed it to shoot with pinpoint accuracy. Marines loved their Basher! *Department of Defense*

recalled. "My platoon still hadn't met any firm resistance from the enemy, although other units were more heavily engaged." Captain Jent said rather tongue-in-cheek, "We had light resistance through the built up areas—mortar and small arms fire, which caused mostly lightly wounded." What he failed to mention was that his vehicle took a direct hit that "rendered it useless." Shupp remembered that Kilo was stalled: "One of the tanks was involved in a firefight with insurgents in a mosque and our men [were] afraid to fire for fear of hitting our own forces. I told the company commander to have the Bradleys down the street turn their guns on them. A Bradley shifted the orientation of their fire and took out the insurgents."

D+4 (November 11)

Second Battle of Fallujah
Operation Phantom Fury



RCT-1
Train Station
I MEF
RCT-7
Apt. Complex
Cemetery
East Manhattan
1 1
5 3
2 1
Jolan District
4 1
Hydra Mosque
Jolan Park
Government Center
1 3Mar
10
A
1 7
Industrial Section
Hospital
36 Cdo
3 5Mar
1 8Mar
SSF
2 2Inf
3 LAR
Kubaysi Mosque
2 1
2 1
Queens
3 1Mar
2 7Cav
10
Peninsula
1 7
Shuhada Area
U'l Mosque
2BCT 1CD
0 1 Kilometer
0 1 Mile
2 Recon
Road/City Street
Major City Street
Highway
Mosques
Landmarks
U.S Marine Units
RCT
Regimental Combat Team
Infantry Battalion
Reconnaissance Battalion
Light Armored Reconnaissance Battalion
U.S Army Units
Brigade Combat Team
Infantry Battalion (Mechanized)/ Cavalry Battalion
Iraqi Units
Brigade
Battalion
Company
Platoon

D+4 Thru D+5 (11-12 Nov 2004)

- RCT-1: Continue attack south and search and attack north of MSR Michigan (Route 10 - also known as Phase Line Fran).
- RCT-7: Continue attack south and search and attack north of MSR Michigan.
- 2BCT, 1CD: Continue to isolate south and east sides of city
- 3 LAR and 36 CDO: Continue to hold peninsula bridges (3 LAR) and hospital (36 CDO) and isolate city from the west.

The company moved out and crossed Phase Line Fran. They pushed into a shell-torn industrial complex and settled in for the night. Jent selected a shattered seven-story building, nicknamed the "Flour Factory," as the company's firm base. He placed snipers in the upper stories, although they were limited because the top three or four floors had collapsed from an airstrike. Marines equipped with night vision goggles were carefully positioned in its bomb-gutted interior to detect infiltrators.

The regimental after-action report noted, "At 0330 on 11 November, an AC-130 engaged parked vehicles in the blocks bound by PL [Phase Line] Fran, PL Grace, PL Isaac, and PL Henry. There were large secondary explosions from nearly every vehicle struck, again, corroborating intelligence reports that AIE [anti-Iraqi forces] had placed IED's in parked vehicles."

3rd Battalion, 5th Marines

The 3rd Battalion continued clearing buildings in its zone. "We started fighting at 0800 and then stopped fighting at 1600 or 1700," Major Desgrossielier recalled, "and bedded down for the evening." The insurgents had learned from hard-won experience that the superior American night-vision equipment made nighttime movement extremely hazardous. In addition, Basher was overhead with its thermal imagery. "The AC-130 [Basher] could see any movement and could engage it within a matter of minutes," Desgrossielier said. "The insurgents were terrified because of that airplane." Basher's orbit height made it fairly simple to pinpoint locations. Desgrossielier explained, "We just told him, 'Hey, here's where we are. Here's where our positions are . . . where we're gonna have LPs [listening posts] and security.' We're relying on Basher for positive identification (PID) and engage anything that's moving around the area."

The regimental after-action report for November 11 noted, "TF [3rd LAR] Wolfpack reported a downed HMLA-169 AH-1W Super Cobra and quickly moved to provide security at the site. The initial report stated that the Cobra was shot down by a MANPAD [man portable air defense or shoulder-fired surface to air missile], launched from the south side of Queens. One of the pilots was wounded."

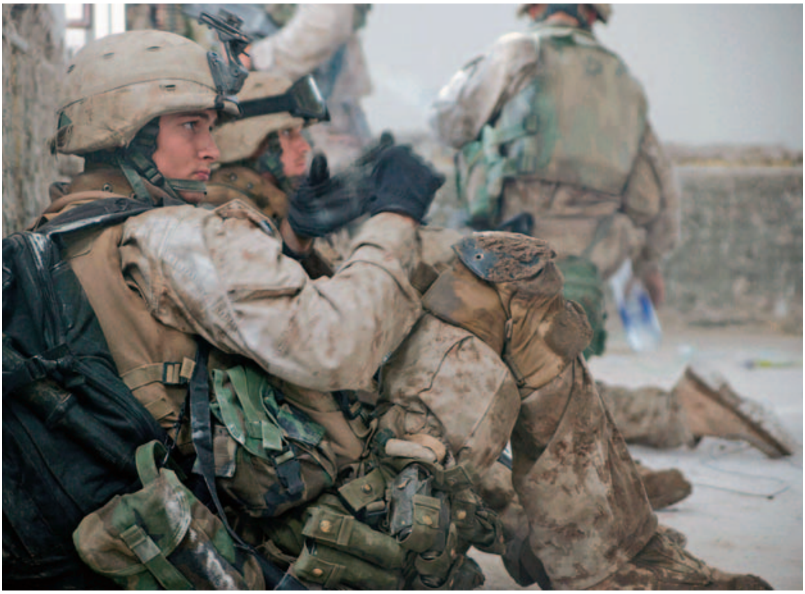
Regimental Combat Team 7

1st Battalion, 8th Marines

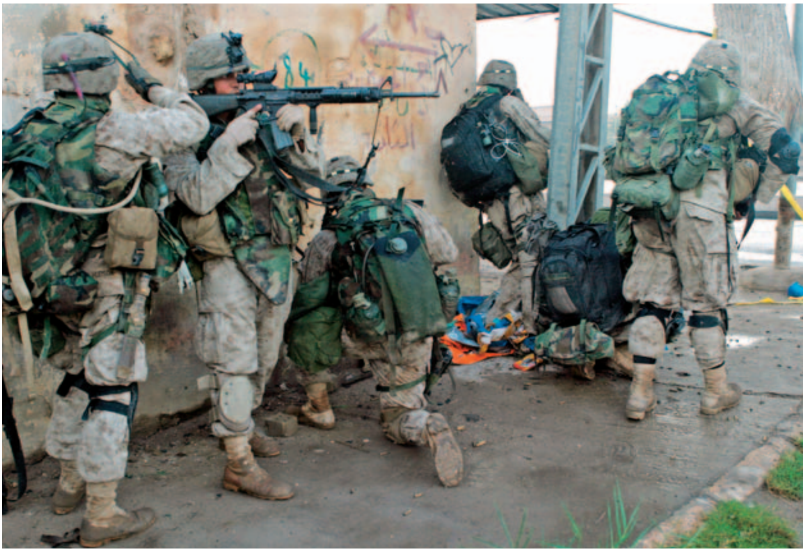
Before dawn, Captain Cunningham sent 2nd Lt. Elliott L. Ackerman's platoon to seize a foothold in a multistory building across from the complex. As the sun came up, Cunningham received an excited radio call. "Ackerman whispered that he could see bad guys all over the streets around him," he said. "Evidently the insurgents were going to use the building to form up to attack

A SAW gunner and his partner occupy a rooftop position. The machine gun links lying next to the gunner indicate that he has been busy. *Department of Defense*

Marines are returning fire in what is euphemistically called "spraying and praying." The high walls prevent the men from returning well-aimed rifle fire, which is a hallmark of Marine marksmanship. *Defenseimagery.mil DM-SD-06-03835*



Marines take cover inside a building. The man in the forefront has the attachment for a NVG on his helmet, knee pads, a pry bar attached to his pack, and various pouches for ammunition. One bandolier carries 40mm grenades. *Department of Defense*



Checking out the area, the Marine in the foreground looks through his advanced combat optical gunsight (ACOG) to search the area for danger. Two others cautiously peer around the corner of the building in preparation for moving to another position. *Defenseimagery.mil 041110-M-5191K-089* us and didn't realize we were already there." Ackerman's platoon was set up in a beautiful but exposed ambush site. Cunningham had hardly passed the word to "Shoot" when a terrific volume of fire broke out. Dozens of insurgents were cut down, but others took their place until the exposed platoon was taking fire from all directions. Ackerman ordered his men off the rooftops and, according to his Silver Star citation, "assumed the uncovered rooftop position, prompting a hail of deadly fire from the enemy. With rounds impacting all around him, he coolly employed an M240G machine gun to mark targets for supporting tanks, with devastating effects on the enemy . . . despite painful shrapnel wounds . . . ."

Alpha Company also had its hands full. Insurgent fire pelted the Marines in the complex. Staff Sergeant Jewell and several of his reconnaissance team were on a rooftop. "We started to get accurate sniper fire from the south," Jewell said. "It went by inches from my head." The team was pinned down and needed to get off the roof. "This guy's gonna kill us," he exclaimed. A team member threw a smoke grenade, giving them cover. "We got off the roof, although rounds were impacting by our feet in front of us, shit's just flying!" Cunningham related that one of the platoon sergeants was hit in the head; the round penetrated his helmet, spun around the inside, and exited the back, without drawing blood. It did knock the man senseless, but he quickly recovered, albeit with a tremendous headache.

At midmorning of the eleventh, Charlie Company rolled into the mayor's complex in a relief for Alpha Company. As they dismounted from the AAVs, they received very heavy and accurate sniper fire. Conner remembered, "As soon as we got off the tracs, everybody was shouting, 'Run! Get out of the open! There's snipers everywhere!' Sure enough I could hear the bullets zinging by." Captain Little maintained, "The enemy's cycle seemed to be start shooting early in the morning . . . small arms fire, some indirect rocket fire . . . until about noon. There'd be a lull for a few hours, and then it would pick up again about 1400 and last until dark. They weren't night fighters." Much of the fire seemed to come from another mosque west of their position. An airstrike took out one of the minarets and the sniper position. Charlie Company had its hands full because the complex represented a significant target for the insurgents. "We were basically fighting a 360 degree fight," Brandl said. "We had them right where we wanted them . . . we were killing them in every direction."

With two of its three objectives in hand, the battalion prepared to advance on the third, an unnamed mosque on the west side of its zone. However, RCT-7 changed its scheme of maneuver and directed 1/8 to continue the attack straight south. The 1st Battalion, 3rd Marines, was ordered to take control of the area 1/8 had just secured. Lieutenant Colonel Brandl told RCT-7 that "we can either continue to attack south, or we can clean up our rear, but

Marines pour fire into a building that holds insurgents. In the later stages of the battle and after heavy casualties, the Marines saturated suspected enemy positions with heavy weapons—tank fire, bombs, and missiles. *Defenseimagery.mil 041125-M-5191K-035*

we can't do both. The regiment was real smart in giving 1/3 the sector behind us. It allowed me to keep my combat power." Then he got his command group together and quickly devised a two-company plan of attack. Bravo Company, on the eastern side of the battalion's area of operations, was designated as the main effort. Alpha Company on the west, butted up against RCT-1's zone, supported the main effort. "I told my company commanders to use maneuver in support of fire," Brandl said, "and fight to an area where we could control the high buildings and draw the enemy in to us. Then destroy them with our indirect fire and our aircraft."

The two companies advanced at the same pace so that they didn't expose their flanks to the insurgents. "We got two thirds of the way down to the south end of town," Brandl recalled, "and I quickly realized that RCT-1 units, although doing a good job, had inadvertently left a large open flank to the west. In this type of fight, you don't want to leave an open flank." The two RCTs solved the problem by tying in all their attacking units in one continuous line—2-2 Infantry on the eastern flank, Alpha and Bravo Companies of the 1/8 in the middle, and 3/1 on the western flank. "We made a drive right to the edge of the city," Brandl said, "and we caught the bastards right in between all of us and destroyed 'em down in that area."

Brandl tasked the reconnaissance platoon to provide overwatch for the move. "We found a five story building that was only about four to five hundred meters south of the Mayor's complex," Major Morris recalled. "At about 0612, we see our first two targets . . . and then a squad size Muhj comes out of a building. We take them out, but it exposes our position." The insurgents hit them with RPGs. "My men took a hit," Staff Sergeant Detrick remembered. "It threw them across the room into the wall and then a second RPG just smoked the whole room . . . didn't do a lot of damage, but there was so much smoke you couldn't see." One man was knocked unconscious, another eight slightly wounded, and one evacuated. The team was eventually pulled out of the building and replaced by a squad of infantry from Charlie Company.

At 1445, Alpha Company stepped off in the attack, according to Lieutenant Flanagan. "We had four amtracs and four tanks in support as we crossed over Phase Line Fran, nicknamed Hadji Alley, a pretty narrow alleyway of houses, almost a side street." The street was so narrow, the armored vehicles could not maneuver and had a very limited sight view. The company split, two tanks and two amtracs on parallel streets. "The moment we crossed Fran and entered Hadji Alley, we immediately took heavy small arms and RPG fire," Flanagan recalled. "I think the lead tank took three RPGs within the first two hundred meters. We had them skidding down the roads at us . . . down the middle of the road." The company returned fire, but it was extremely difficult to determine where the insurgents were shooting from. "In some houses you could see the drapes moving, or the enemy looking out," he said, "so we immediately put small arms fire into the building; a Marine would throw a fragmentation in there. At the same time the lead elements were going house to house, breaching every single door, clearing houses as we went down." The tanks and AAVs provided fire with their main guns and .50-caliber machine guns, but it was up to the infantrymen to do the heavy lifting.

The two companies advanced until dark, when they paused to catch their breath. "We held up in this nice house for a couple of hours," Captain Stroud recalled, "waiting for it to get real dark." About midnight, Bravo Company stepped off and moved several hundred meters south. "We had a tank in the middle of the road giving us covering fire," he said, "when Lieutenant Noble, the FIST leader took a ricochet in his left thigh. There was no bleeding because the round cauterized the wound." The company spent the rest of the night there. It was estimated that the advance covered 1,200 meters. "We were pretty amazed at how much movement we had made," Lieutenant Flanagan recalled.

1st Battalion, 3rd Marines

Captain Juarez was at his company command post when he received a radio call from 1st Lt. Paul Webber reporting that his platoon was receiving light small-arms fire and he was going to investigate. As the light

An M1A1 Abrams main battle tank, looking at the business end of its 120mm main gun.
Defenseimagery.mil DM-SD-06-00540

armored reconnaissance platoon advanced, Lance Corporal Armendariz, a dismounted scout, was shot in the thigh and seriously wounded. As his buddies administered aid and started to load him in his LAV, they came under heavy fire from an estimated fifty insurgents. Captain Juarez said, "The insurgents actually swarmed into the streets in an effort to overwhelm Webber's platoon. At one point, they were within thirty meters from the vehicles." The four LAVs returned fire with everything they had—25mm cannons and 7.62mm machine guns. "Corporal Kyle Burns was in the turret of Webber's vehicle firing one of the machine guns," Juarez recalled, "when he was struck by RPG fragments in the upper chest and neck, mortally wounding him." At the same time, the vehicle's cannon jammed, leaving it virtually defenseless.

Staff Sergeant Theodore "Sam" Holder, the platoon sergeant, moved his LAV forward to shield Armendariz and Webber's disabled vehicle from the insurgent fire. Exposed from the waist up, Holder used the commander's machine gun to lay down suppressive fire. Juarez reported, "Corporal Adam Solis, the gunner, felt Holder get hit [and] asked, 'Are you all right?' Holder responded with, 'Don't worry about it,' and continued to fire." Solis recounted, "As they're [insurgents] backing out, he [Holder] pushes forward. So knowing he would take more fire, he still pushes up. We could have stayed there in the place where we were . . . but he chose to push forward a few more yards. Deeper into the kill box, so we could take more fire." Juarez said, "Suddenly the turret was swept by insurgent automatic weapons fire, striking Holder in the upper body." The Silver Star citation noted, "Despite the severity of his wounds, he continued to man the machine gun and return fire upon the enemy, eventually succumbing to his fatal wounds."

2nd Battalion, 2nd Infantry

At 0400 on the eleventh, Newell received an order to turn his area over to 3/5 and continue to attack toward the southern edge of the city. "At 0700," Newell said, "I issued a FragO [fragmentary order] to clear the industrial area, BRT on the flank with Alpha 2-2 and Alpha 2-63 side by side." Newell considered this area to be the "heart of the school for terrorists. It had laid out defensive positions, which were wired for sound . . . mortar positions . . . one VBIED factory, a bunch of IED factories and a couple of classrooms with drawings of how to engage jet aircraft with an RPG." Newell's battalion spent the entire day working the area. At 2000 he received word to hold up on Phase Line Isabel. "They were trying to move portions of the Black Jack Brigade out of the way so they weren't caught in our fires," he recalled. "At 2330, we were able to start again and attacked until about 0530 when we hit Phase Line Isabella."

Chapter 21

D+5 (November 12)

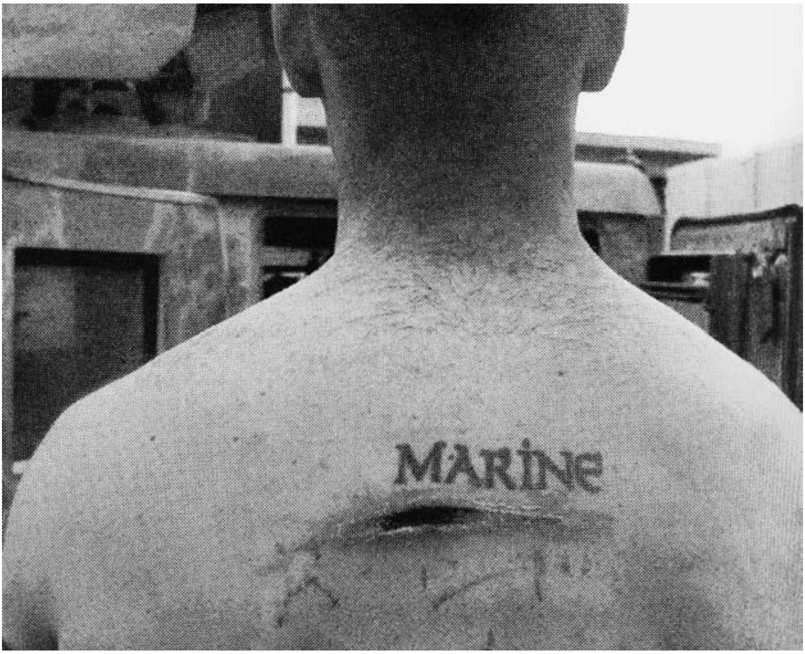
Regimental Combat Team 1

The regimental frag order stipulated that Task Force 3/1 and 2-7 Cav would continue to attack south, while the 1st Battalion, IIF, and 3/5 continued clearing operations in zone. The 4th Battalion, IIF, remained along Phase Line Henry to keep insurgents from infiltrating into and out of the area. Task Force Wolfpack maintained control of the bridges.

3rd Battalion, 1st Marines

The battalion launched a penetration attack into the southernmost limits of the city, known as the "Queens." The battalion after-action report noted that "the most capable and equipped insurgents, most of whom were foreign terrorists occupied the area." Major Griffin published a frag order on how the companies were going to move from their current positions into an attack formation for the next day's attack. That became the daily battle rhythm over the next five days. His intent was to have two companies lead the attack, with one company following in trace, rearming, refueling, etc.

Lima and Kilo Companies led off the attack, after a series of artillery and air strikes peppered suspected insurgent positions. "Lima got into a real heavy engagement and lost several Marines," Griffin remembered. "The weapons platoon commander got shot in the back. It went under his SAPI [small-arms protection inserts] plate from the side, through the arm hole[,] across his back[,] and out the other arm hole. It was a tracer round that peeled the skin off and burned the cut wide open . . . a pretty nasty wound, but not life threatening." Griffin was actually on the radio with him. "You could hear a crack . . . the round going by . . . and all of a sudden he went quiet. I kept calling him until I was notified that Warrior 4 [call sign] was wounded." Lima Company lost several more Marines before being ordered to halt for the day and hold the intersection of Phase Lines Henry and Fran.



First Lieutenant Carin Calvin was wounded in the back when a tracer round passed through the arm hole of his armored jacket, across his back, and out the other side. The round peeled the skin off and left a wide-open, nasty wound, but one that was not life threatening.
Lt. Col. Willard Buhl

By 0900, Kilo Company was moving east on Phase Line Fran. "First Platoon was in front of us," Jacobs remembered, "my platoon was in the middle and Third Platoon was behind us." The column was spread out over eight hundred meters because the densely packed buildings and narrow alleys forced the attached tanks to stay on the hard-surface road. "Anything off [Phase Line] Henry was very tight," Captain Jent recalled. "If you had a disabled tank, there was really no way to get it out; there was only a foot on each side of the vehicle on the side streets." As the 1st Platoon turned south on Phase Line Henry, the point spotted a daisy chain of IEDs—"rockets and artillery shells with wires hanging off them"—lying in the center of the road. Jent said the IED was "circus laid . . . six or seven chained 155mm shells across the road." As engineers came forward to deal with them, the platoon was taken under heavy mortar, small-arms, and RPG fire in a deadly ambush. Three Marines and four navy SEALs were immediately wounded. One of the casualties lost a leg and another had a sucking chest wound.

Captain Jent ordered Jacobs to bring his platoon up on the left flank of 1st Platoon, pass through, and continue the attack. "You have to make the decision to maintain momentum—to accomplish the mission—you just can't sit there," he explained. Jacobs moved his men forward. "We got pretty much on line with 1st Platoon and started to take fire from both the south and east side of the road," he recalled. "My Marines ran across the road and took cover against the buildings. Several insurgents on the roof tossed grenades down on top of us, lightly wounding five of my men—nothing serious, broken nose, some minor shrapnel wounds." His men returned fire, along with the tanks, which opened up with their main guns and .50-caliber machine guns. The insurgents responded with volleys of RPGs, forcing the tanks to withdraw—one of which counted more than twelve RPG impacts on its hull. Jacobs' platoon was finally able to drive the insurgents off the roof and continue the attack.

Jacobs ordered "two of his squads to break off and clear a large building, while the other took cover in the street. The squad in the street ended up getting into a pretty good fight when the insurgents hit the rear of the convoy. Several Marines broke off and chased them down an alley into a building." The insurgents immediately launched several RPGs and a hail of grenades. The Marines returned fire and assaulted the house, clearing it room by room until reaching the roof. They discovered several enemy fighters in the courtyard and took them under fire. "That's when Sergeant Morgan W. Strader was hit in the head," Jacobs related. Amid a hail of gunfire, Lance Cpl. Chris Marquez crawled forward and dragged the mortally wounded NCO out of the line of fire. "The Marines did a great job of trying to resuscitate him," Jacobs said, "but his wounds were too

Wary Marines wait for the word to move out. The Marine on the right is armed with an M16 with a M203 grenade launcher, the one in the middle with an M16, and the third man with a SAW. *Defenseimagery.mil DM-SD-06-03807*

Tired Marines "take ten" in a building. Note the radios in the left background, which indicates these men are most likely from a company command group. Crates of ammunition and miscellaneous supplies are scattered throughout the floor. *Defenseimagery.mil DM-SD-06-04041*

serious. They ended up transporting him to medical, but he didn't make it." The remaining insurgents slipped away, and Kilo Company went firm for the night in a mansion complex.

India Company also encountered stiff resistance by insurgents who were determined to fight to the death in house-to-house and room-to-room close-quarters combat. The company used tank main guns, rockets, and missiles as they fought through to the southern edge of the city. By 1730, they established a firm base at the intersection of Phase Lines Isaac and Jenna.

2nd Battalion, 7th Cavalry

The battalion kicked off again in another night attack. "Cougar continued down Phase Line Henry all the way down to the southern part of the city," Rainey remembered. "Alpha 2-7 launched from Phase Line Fran—again picking up one or two roads per platoon—and attacked about two kilometers into the city, where they really made heavy contact." Alpha Company started taking heavy mortar fire. Its commander, Captain Twaddell, decided to "move on the enemy rather than sit and eat mortars." As he looked at his map to get oriented, he recalled, "I saw a flash between my knees, the turret filled with smoke, and I realized we had been hit. It penetrated below the right hand gun port, sheared off Sergeant Newman's arm, passed right through Izzy [Iraqi interpreter] and penetrated the turret through the turret shield." The RPG hit the ammunition

The M1A1 main battle tank proved to be a formidable weapon in the city. Its thick armor defeated the insurgents' RPGs. Not one crewman was killed or wounded by direct enemy action during the battle, although six tanks of the 2nd Battalion, 7th Cavalry, had to be carted out of the city. *Defenseimagery.mil DM-SD-06-03786*

ready box and detonated two high-explosive rounds. Twaddell was spared, but two other crewmen were slightly wounded and the interpreter killed. "How I didn't catch any shrapnel, I have no clue," he wondered.

Twaddell notified his executive officer that his vehicle had been hit. Rainey heard the report on the radio. "I'm just thinking that it sounded like the beginning of a *Black Hawk Down* kind of thing, but we had some unbelievable heroism on the part of some young soldiers. Specialist Scott Cogil—Captain Twaddell's medic—jumps out of a Bradley, runs through open fire . . . puts a tourniquet on a sergeant with an arm blown off, and saved his life." Several Bradleys roared up, formed a perimeter, and engaged the insurgents. Twaddell remembered, "We were shooting every which way." Another Bradley took a hit and started to leak oil. Under the suppressive fire, Twaddell was able to load his casualties and evacuate them. His vehicle was towed to the rear and repaired. Later, he was able to check out the damage. "You could maybe fit a finger and a half into the hole. There was not a scorch mark on it that would indicate an explosion outside, so my guess is that there was a booster that pushed the penetrator through the vehicle."

Rainey noted that "the primary contact was two or three man [insurgent] groups with RPGs jumping out from alleyways and off the roofs . . . there were a lot of RPGs . . . initially swarm tactics." Sergeant First Class John Urrutia reported, "At one point, our rear track had a three-man RPG team literally within ten feet of the vehicle. They were so close that the gunner couldn't see them though his sights . . . all he could see was a blur." The vehicle behind it shot the insurgents. One soldier had an RPG hit the front armor in front of his seat. "I didn't see it coming, and it blew up right in front of my face. Felt it, heard it, instant headache."

Rainey remarked that "the M1s were pretty vulnerable when they took an RPG shot in the vision blocks. It would blow the glass back into the turrets, which caused some minor problems. Our guys were actually wearing ballistic goggles and everything inside the turret after this happened the first time. We had a lot of vision blocks blown out, some weapons systems damage, and one of our main guns took an RPG through the gun tube. But despite all this, we did not lose any tankers in direct fire combat." Rainey's battalion lost six tanks that "had to be replaced, carted out."

3rd Battalion, 5th Marines

The battalion continued to clear buildings. Major Bourgeois recalled, "We continued moving forward clearing homes and blowing up numerous caches." There was so much ordnance and explosives that at times it was physically impossible to move and catalog. "If there was a lot, we'd blow it in place in the building," Major Desgrossielier recalled. "If it was a little bit, we would document where it was, the type, and number of things that we found in that building." The caches were plotted and analyzed to determine patterns. "If we found a lot of explosives," he explained, "then somewhere around the cache there would be an

This typical cache found in the city contained weapons, ammunition, and explosives. In many instances, the cache was destroyed in place because it was too dangerous to move. *Defenseimagery.mil 041123-M-5191K-011*

IED factory. Conversely, if we found lots of components—detonators, nine volt batteries—there would be a large cache of explosives."

During the clearing operation, the battalion ran into more and more Iraqis, whom they took into custody. "A lot of the civilians were staying in their homes, like they were being told," Bourgeois said. "And when we showed up, they would come out. Not knowing their intentions, we would detain them and move 'em back to the rear for the Human Exploitation Teams (HET) to interrogate." The HET were specially trained Marines who gathered tactical intelligence.

Regimental Combat Team 7

1st Battalion, 8th Marines

The two companies continued to advance at a more rapid pace before stopping for the night. "I remember getting there [to the firm base] that evening," Flanagan recalled. "We still had two tanks supporting us and aircraft overhead providing ISR [intelligence, surveillance, reconnaissance]. They were using thermal imagery, trying to locate bad guys in the houses." Four insurgents were spotted in a house within fifty meters of Flanagan. "The aircraft kept an IR spotlight on the house for a tank to move in and put rounds in it. The explosives surely killed those four individuals." Captain Stroud ran a close air support mission about the same time. "I got Basher on station quickly. He locked on to a machine gun position and I cleared him hot, even though it was about a hundred meters out, which is danger close." Sometime later, Stroud cleared Basher to fire on another

SUPER MARKET

An M1A1 Abrams main battle tank has just fired its main gun, and the smoke from the explosion is hanging in the air. The Abrams 120mm gun proved to be a life-saver for infantry faced with routing out insurgents. *Defenseimagery.mil 041109-M-2789C-052* group of insurgents. The AC-130 fired on them with 40mm rounds and claimed eleven of them were killed. After Basher went off station, Stroud worked with a section of F-18s. "They found insurgents in a house with the help of a UAV and put one GBU-12 into it." The house was destroyed.

2nd Battalion, 2nd Infantry

As the sun came up on the morning of the twelfth, Newell's battalion was located on Phase Line Isabel, Alpha 2-2 on the left flank with Alpha Company, 2-63 Armor, on the right. "I'm sitting to the side of this open area next to a wall when these insurgents come out of their holes and start shooting RPGs. I lost count after about twelve or thirteen," Newell recalled. "A tank about 150 meters away took an RPG shot to the turret . . . that splits the outside but doesn't penetrate." The round caused a fire on the outside of the turret. "The whole thing erupts into flames," Major Krivda recalled, "but it was not knocked out. In fact, the round was a dud that was sticking out of the turret, at the very front, but didn't explode. The scout platoon thought it was destroyed and went out with fire extinguishers to pull the crew out. Instead, the tank traversed and started engaging the RPG gunners with the coax [machine gun]."

Captain Prakash's platoon was in an overwatch position on the east side of the city behind 2-2 Infantry who were "clearing out dug-in guys . . . [by] going house to house, street to street." Suddenly, two artillery rounds landed about two hundred meters in front of him, and then two more split the distance. "Go back, go back!" Prakash screamed. The driver floored it in reverse. "All of a sudden, the whole left side of the tank exploded," he recalled. "The tank went up a bit, and both my loader and I fell into the hatches." Prakash thought his vehicle had been hit by friendly fire. He jumped to the ground and found that the sixty-three-ton Abrams had been blown around by the force of the explosion, and "the whole left side of the track had been blown off." As he looked at the wreckage, a crewman from the other tank spotted a "yellow-beige doggie dish–sized disk under the track." The tanker kicked it. The top fell off, exposing explosives. Prakash suddenly realized what the object was and shouted, "Man, that's a tank mine, I think we're in a minefield!"

Prakash called for a plow tank to clear the minefield. As they waited, a sniper opened fire, forcing them to take cover on one side of the tank and then the other as the plow uncovered several mines. At one point, Prakash and five others crowded into the turret, which was designed to hold three. "We were sitting there thinking, 'This is ridiculous. Only in Fallujah and only in Iraq would you be pinned down by a sniper in the middle of a minefield.' It was just the funniest thing."

By now, both of Newell's companies were in contact. "About this time, the Alpha Company 2-2 executive officer's Bradley stopped about fifteen meters

An M1A1 Abrams main battle tank on the outskirts of the city stands ready to support the advance. *Defenseimagery.mil DM-SD-04-16562*

in front of me," Newell recalled. Alpha Company's first sergeant, Peter Smith, saw the officer standing in the turret. "To his north, one of the insurgents shot an RPG from about eighty meters away. It hit Lieutenant [Edward] Iwan in the midsection but didn't explode. The lieutenant fell back in the turret . . . ." "It's hot, it's hot," Iwan exclaimed. Out of the corner of his eye, Sgt. Wes Smith "saw a streak . . . like a laser beam . . . about head high come flying down this alleyway and hit Lieutenant Iwan's vehicle. I didn't see an explosion so I thought maybe it hit the reactive armor and sort of fizzled out or bounced away."

Sergeant Smith heard Iwan's gunner broadcast that his commander had been hit. "I told my driver to 'get up there now!'" He and a medic pulled Iwan out of the Bradley and put a field dressing on him; "he was alive and you could see the fins of an RPG in his stomach." They loaded Iwan in Smith's Bradley and took off for the aid station—down the same alleyway that the insurgents had fired from. An RPG blew up in front of them, just as another flew in. "A glowing hot piece of the rocket ricocheted off the .50 caliber and went into the troop compartment without hitting anybody," First Sergeant Smith recalled. "It was about ten to fifteen inches long and two and a half inches in diameter." Sergeant Smith was inside with Iwan. "I had my hand on his shoulder yelling at him, 'XO, you're going to be okay.' I could tell he was barely breathing and had a weak pulse."

Sergeant Smith knew that Iwan was unconscious, but, he recalled, "I was hoping he could hear me, so I was screaming at him the whole time, telling him we were getting him back to the aid station, that he was going to be okay and that we were helping him." Smith was also trying to contact the aid station to let them know they were bringing a seriously wounded man. "I was yelling and I was scared," he remembered. "I was crying a little bit and I'm frustrated because I couldn't get them on the radio." The trip took five to ten minutes, "but it seemed like an eternity." The Bradley skidded into the aid station at the cloverleaf, and the medics took over. "I broke down after that," Smith admitted.

Major Lisa DeWitt, 2-2's surgeon, was on hand. "We immediately started to resuscitate him; and as I started to intubate him, lifting up his jaw with the laryngoscope, his airway opened and he took a gasp which meant he still had signs of life." Under her direction, the medics attempted to save him. They put in IVs and "gave him lots of medication . . . I want his pain not to be there," DeWitt said. Iwan was loaded into an armored ambulance and taken to Camp Fallujah. "Picture the worst Jeep ride ever," DeWitt recalled. "I'm in the back; just banging around, my head's hitting the bars . . . it was probably the longest thirteen minutes of my entire life." They were met by a surgeon. "Now picture them in scrubs, me in full battle rattle, dirt and sweat trickling down my brow, and I've been out in the field for a couple of days, weapon on and everything." The surgeon looked at the wound and said, "This is not a survivable injury." DeWitt pleaded with the surgical team to perform the surgery. Later she learned that "Iwan survived thirty minutes into surgery before he died. They were amazed that he lived that long. I thought maybe if anybody had a chance, he did."

Newell pulled the two companies back two phase lines to reorganize. "We're stuck because it's the limit of advance and I've got insurgents behind me," Newell recalled, "so I made the decision to back up." He decided to sit tight until 1/8 caught up to protect his flank. "That night," he recalled, "we used AC-130s and anything else we could get our hands on and literally pounded anything that moved in that part of the city." Sometime during the night, Newell issued a warning order to continue the attack in the morning.

PART V

Into the Belly of the Beast

Entering a courtyard and never knowing what lay beyond the walls—an IED, insurgent, or innocent civilian—made the clearing a tough, nerve-racking job. A security team watches the street and provides backup in case of trouble. *Defenseimagery.mil 041128-M-5191K-052*

Chapter 22

D+6 (November 13)

> If you're gonna operate in the Belly of the Beast . . .
> you have to fight your way in.
> –Lt. Col. Gareth F. Brandl

Regimental Combat Team 1

The regimental fire-support coordination center (FSC) reported that a Scan Eagle UAV live video feed showed thirty insurgents congregating in three buildings. The FSC approved an air and artillery strike against them. The after-action report noted, "Mike Battery fired high explosive, variable time fuse rounds on the buildings. The RCT-7 Air Officer directed Marine AV-8Bs (Harriers) to make four CAS strikes, killing all in the buildings (structures completely destroyed). The AV-8Bs dropped two GBU-12 laser guided 500-pound bombs, shot one AGM-65E Missile, and made a final 25mm strafing run on the buildings. Numerous secondary explosions were observed."

The fighting in this section of the city had turned into a house-to-house brawl. Shupp was very concerned. "The enemy wants us to enter the houses," he pointed out, "and then engage us with point blank small arms and machine gun fire and hand grenades in what we termed, 'front door' ambushes." To counter this tactic, he stressed that before entering a suspected insurgent strongpoint, the clearing team should use hand grenades, machine gun fire, TOW missiles, tank main gun fire, and if necessary bombs, satchel charges, or D9 bulldozer demolition to eliminate the threat.

A regimental report noted that the bulk of the fighters seemed to be Iraqis with some foreign fighters mixed in. Many wore U.S.-style body armor, vests, Kevlar helmets, and U.S. style uniforms. It was difficult to determine how many foreigners were in the fight. "Initially it was tough," Lieutenant McCormack said. "We'd detain or kill somebody and they had an Iraqi ID card, so everyone thought they were Iraqi, except the local translators." "That's Syrian," one of the translators pointed out after interrogating a detainee. "I'm not even sure what the guy is saying. It's Arabic but not the Iraqi dialect." Major Griffin noted that Kilo Company may have encountered Chechen fighters during a fight. "Captain Jent, who had been a Russian linguist as an enlisted Marine, heard them speak Russian. The bodies had light skin with reddish beards. Eventually, an ID-making factory was overrun, which gave credence to captured foreigners who said that once they crossed the border they got issued an Iraqi ID."

3rd Battalion, 1st Marines

Kilo Company received orders to hold in place at the mansion complex and conduct local security patrols. "First thing in the morning, 3rd Platoon went out to conduct local patrols to our north," Jacobs remembered, "to kind of clear out some of the places insurgents had run to after our fight on Phase Line Henry." Nothing on November 13 seemed to indicate that the day would be anything but the same old stuff: search and clear. "The plan of the day," according to Lance Corporal Boswood, "was to start back clearing the neighborhood." The 3rd Platoon, under 1st Lt. Jesse Grapes, assigned each squad one block to clear. "Hell," Boswood exclaimed, "they didn't make it a block before they came to a house just loaded with foreign fighters inside." Jacobs described the building as a "pretty small, nondescript light yellow cement house, with a dome-shaped roof and a small second story. In the center of the house there was a large rotunda with a catwalk that ran around the inside . . . an outstanding kill zone. All the

One of the few Iraqi detainees is being taken into custody. As the detainee was taken to the rear, he would be checked for powder residue indicating he had recently fired a weapon. *Defenseimagery.mil 041128-M-5191K-030* windows were bolted shut . . . and there was only one way in or out. The enemy had chosen well."

Sergeant Christopher Pruitt, the 3rd Platoon guide; Cpl. Ryan Weemer's fire team, consisting of Lance Cpls. Cory Carlisle and James Prentice; and Sgt. James Eldridge, a machine gunner, approached the house through an unlocked gate in the courtyard. An outhouse stood about ten to fifteen feet from the main entrance. Pruitt picked up the smell of fresh human excrement, indicating someone was nearby. "I told Weemer there were insurgents in the house," Pruitt said. The men formed a combat stack—Weemer, Carlisle, and Pruitt, in that order—and prepared to enter the building. Eldridge and Cpl. Matthew Spencer waited outside to provide rear security.

Weemer grasped his 9mm pistol—he preferred it in close quarters—and started the ball rolling. "The house had full length saloon-style doors. I pushed in the one on the left and went through." He spotted an insurgent down on one knee in the far left corner of the room. "I started shooting," he said, "and gave him three rounds in the chest." The three men kept going and pushed into the next room. "I saw an insurgent directly to my front," Pruitt remembered, "[and] an insurgent came out from the left side of the room and started shooting." Pruitt, hit in the wrist, dropped his rifle, and pulled out of the house to bring in the men outside. Weemer unloaded his 9mm into one of the insurgents, but the man would not go down. "The pistol wasn't doing the job," he exclaimed. The two Marines hurriedly backed out of the room. Weemer switched to his rifle, while Carlisle reloaded. They reentered the room. "Another insurgent came

A blindfolded Iraqi is being taken into custody. His arms are flexicuffed behind his back. As he is evacuated further toward the rear, Iraqi interpreters will interrogate him for intelligence information. *Defenseimagery.mil 040918-M-5191K-004*

A four-man Marine fire team cautiously approaches an upscale house in Fallujah to search it for insurgents and weapons caches. The house may be concealing either, and the only way to find out is for infantry to physically search it. *Defenseimagery.mil 041123-M-5191K-020*

A search team enters a doorway as another Marine watches through the window, while another man stands guard at a second doorway. *Defenseimagery.mil 041123-M-5191K-021*

toward us," Weemer said. "I shot him in the legs and when he went down in the doorway, I shot him in the face."

Outside, Eldridge was shot in the shoulder by an insurgent on the roof and, despite the wound, tried to enter the house, but was hit again and put out of the fight. Pruitt staggered into the street just as 1st Sgt. Brad Kasal, Cpl. Robert

The insides of the buildings were always dark, cluttered with debris and household furniture. The search team had to stay focused, because a potential threat could be anywhere—behind a closed door, inside a closet, under debris—which often meant the fastest draw won the contest. *Defenseimagery.mil 070520-M-84768-055*

Mitchell, and his squad of reinforcements came pounding up. "I noticed Pruitt walking toward me," Kasal remembered. "He appeared to be in a state of shock and I noticed he had wounds to his hand and lower leg." Despite the serious wounds, Pruitt reported clearly, indicting there might be as many as three wounded Marines in the house. "The first thing that came across my mind," Kasal recalled, "was getting to those three men as quickly as possible because I knew the enemy would give no quarter to a wounded Marine."

As soon as the reinforcements reached Weemer, he formed another combat stack: Carlisle, Weemer, and Staff Sgt. Jon Chandler, the platoon sergeant. Lance Corporal Samuel Severtsgard stood off to one side preparing to toss in a hand grenade. Two other men formed a second stack: Lance Cpl. Tyler Farmer and Corporal Jose Sanchez. On signal, Severtsgrad threw the grenade, which went off with a deafening roar. "I couldn't hear anything after the grenade went off," Weemer complained. "It was pitch black; the air was full of dust, smoke and lead from the grenade. I literally ran into the set of stairs that go to the second story. I could hardly see it."

An insurgent on the second floor opened fire. Weemer and Carlisle were both wounded. "I felt something hit me in the leg and then I felt something hit me in the forehead," Weemer said. "I went back outside and sat down." Carlisle couldn't move, his leg was fractured from hip to knee, and he was lying in the line of fire. As Chandler, Severtsgard, Farmer, and Sanchez tried to reach Carlisle, an insurgent grenade exploded, spraying them all with shrapnel. They were also hit with rifle fire, which severely wounded Chandler in the leg. Farmer was blown back into the room they had just left, while the other three managed to take refuge in the kitchen at the back of the house.

The grenade explosion had hardly died way before another four-man stack rushed the house—Mitchell, Kasal, Pfc. Alexander Nicoll, and Lance Cpl. Morgan McCowan. "In the room on the right I saw one of the wounded Marines lying on the floor," Kasal recalled. "In the door on the left there was a dead insurgent . . . and in the far right corner a room by itself . . . ." He looked in. "All of a sudden, not more than two feet from me there was an enemy insurgent with his AK-47." The two brought their rifles up at the same time. The insurgent fired first, "a short burst that sent the rounds skimming in front of my chest," Kasal said. "I placed my weapon over the top of his rifle and stuck my barrel straight into his chest and pulled the trigger." Hit by eight to ten 5.56mm rounds, the insurgent fell to the floor.

Mitchell and McCowan continued straight ahead and ended up in the kitchen with the wounded, when suddenly there was a heavy burst of fire behind them. "That is when I think I heard Nicoll and the first sergeant get hit. Shooting was going on everywhere . . . and I heard a scream." Kasal remembered: "I just heard automatic weapons fire and then what felt like someone hitting me in the lower leg with a sledgehammer as my legs crumpled from beneath me. I heard Nicoll yell in pain behind me and immediately knew he was also hit." Kasal pushed the dead insurgent aside and crawled back inside the room, dragging Nicoll with him. In doing so he was hit again in the buttock, and Nicoll took a round in the stomach. As they lay there, the insurgents dropped a grenade that landed three feet from them. Kasal rolled on top of Nicoll and shielded him from the blast. Shrapnel tore into his legs, buttocks, and lower back.

Mitchell, hearing the sound of enemy weapons and the scream, ran to help them. "I had to cross that danger area . . . four or five feet…in the main room. An insurgent on the roof had it covered through the skylight." Rounds impacted all around him, but he succeeded in reaching the two wounded men, despite being "peppered with some pretty good pieces [of shrapnel]." At one point, he spotted a wounded insurgent make a move toward a weapon. Mitchell, whose rifle had been destroyed, drew his combat knife and killed the man. A trained combat lifesaver, he then started first aid on the wounded Marines and used a small civilian-style radio to call for help. "I let Grapes know that Kasal, Nicoll and me were wounded and pinned down in the little room off to the left of the main entrance."

Grapes was desperately trying to organize rescue efforts, but the construction of the house frustrated all his efforts. The walls were concrete, three-inch iron bars covered the windows, and the insurgents were protected from small-arms fire by a wall that ran around the edge of the roof. Sergeant Byron Norwood, a heavy machine gunner, entered the house to see if his gun could be of use. As he peered around a doorway, "an insurgent popped up, shot him right in the head and killed him," according to Jacobs. His death had a chilling effect on the rescuers, who became even more determined to reach the wounded.

Sergeant Jose Nazzario somehow made it to the wounded in the kitchen. "I coordinated with our guys to get them out." He told them to bring up a Humvee with a chain and pull the bars off the window. "We took a shower curtain rod and stuck it out the window to let them know where we were." By this time, Jacobs and the 2nd Platoon quick-reaction force had arrived. "Once we got the wounded out," Jacobs explained, "we got healthy Marines into those rooms, so now we controlled all sides of the rotunda. We started suppression fire." Grapes and Boswood were in the firing line. "Lieutenant Grapes jumped down in the prone position in the biggest puddle of blood I've ever seen," Boswood recalled. "I got on top of the lieutenant and angled my rifle the other way." Others inched forward until the entire rotunda was covered by fire. Two Marines, Lance Cpls. Christopher Marquez and Jonathon Schaffer, sprinted across the kill zone. "The whole house was shaking with 5.56mm rounds . . . SAWs going off with a two-hundred-round burst and the M-16s firing just as fast as you could pull the trigger. It was just awesome," Boswood exclaimed.

Two combat engineers are wiring a doorway with explosives. The white brick on his back is a one-pound block of C-4, a military explosive that can be molded in various shapes. It is stable until ignited by a blasting cap. *Defenseimagery.mil 041118-M-2353F-013*

The two rescuers dragged Nicoll out first. Mitchell hobbled out with them, and then went back for Kasal—the last man to be evacuated. "The only ones left in the house were the insurgents," Jacobs explained, "and there was no way to get them out without endangering more Marines." Boswood was glad when "we decided we were just gonna blow the damn thing up. Our demo man, Corporal Richard Gonzales, known as the 'Mad Bomber' was good with explosives . . . he really knew his stuff." Gonzales brought up a twenty-pound satchel charge. "He ran in, placed it in the center of the house," Boswood recalled, "and pulled the fuse. The house blew. It was the coolest thing in the world . . . it was just awesome, stuff flying everywhere!"

Jacobs surveyed the rubble. "As we're walking past the house, a hand comes up out of the rubble and throws a grenade at us. Everybody saw it coming, so we were able to scatter." Boswood described the insurgent as "dark complexion, dark kinky hair and a huge beard . . . looked like a Chechnyan." Jacobs recalled, "We just unleashed hell on him. I think the guy was high on something . . . or, he was just the toughest human being that I've ever seen."

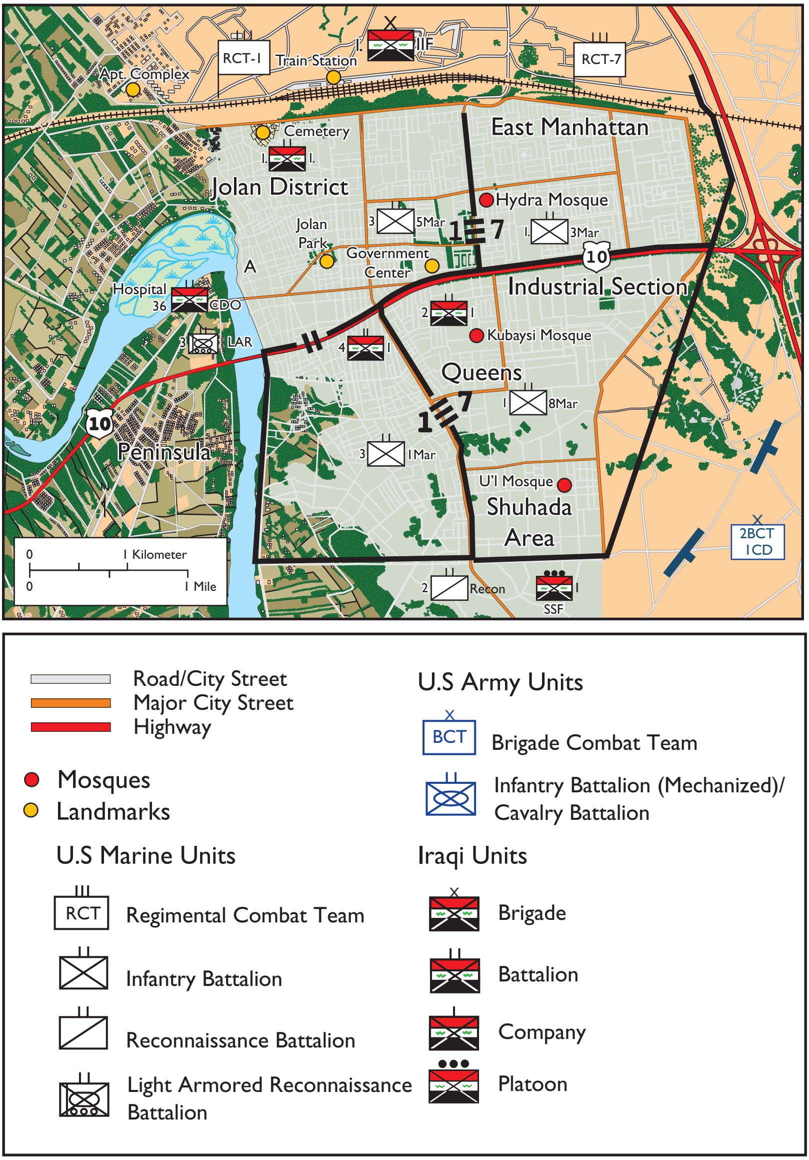
India Company was tasked to clear east to west along Phase Line Isabel from Phase Line Isaac to the Euphrates River. While clearing one building, the insurgents triggered a large amount of explosives that leveled it, killing one Marine and injuring six. The company continued to find evidence that the insurgents were using drugs.

3rd Battalion, 5th Marines

The battalion continued to clear houses in its zone. Major Bourgeois traveled with Lima Company. "There was a major fire fight right next door to the house I'm in. Suddenly I hear, 'Get the major.' I ran next door and up the stairs and as soon as I reached the top, a corpsman was attempting to put a tourniquet on this Marine's left leg . . . and it was virtually not there. The wounded man had about four inches of femur sticking out of the top of his leg . . . no tissue." He also had a wound in his right leg and a wound in his left shoulder." Bourgeois found out that the Marine had been wounded when he entered the house, where three insurgents were waiting. One of them threw a hand grenade, and then all three opened fire with rifles. Bourgeois said, "I'm trying to put this tourniquet on and we're literally six inches from the doorway where there's shooting going on." The wounded man was carried down to a waiting AAV and evacuated to the battalion aid station. "We were all stoked," Bourgeois remembered, "because he was still alive." A day later he found out that the Marine died. "We did not know that he had received multiple wounds to his abdomen. His flak jacket covered them up," he recalled.

That night at one of the command post sites, an Iraqi suddenly appeared and sprayed the area with his AK-47. "He was just shooting in every direction," Bourgeois said, "and the next thing you know, frags are going off, and then it

Second Battle of Fallujah
Operation Phantom Fury


RCT-1
Train Station
I. IIF
RCT-7
Apt. Complex
Cemetery
I. I.
East Manhattan
Jolan District
Hydra Mosque
Jolan Park
3 5Mar
1 7
I. 3Mar
10
A
Government Center
Industrial Section
Hospital
36 CDO
2 I
Kubaysi Mosque
3 LAR
4 I
Queens
I 8Mar
1 7
10
Peninsula
3 1Mar
U'I Mosque
Shuhada Area
2BCT 1CD
0 1 Kilometer
0 1 Mile
2 Recon
I SSF
Road/City Street
Major City Street
Highway
Mosques
Landmarks
U.S Marine Units
RCT Regimental Combat Team
Infantry Battalion
Reconnaissance Battalion
Light Armored Reconnaissance Battalion
U.S Army Units
BCT Brigade Combat Team
Infantry Battalion (Mechanized)/ Cavalry Battalion
Iraqi Units
Brigade
Battalion
Company
Platoon

D+6 (13 Nov 2004) To Termination

- All Units: Consolidate, eliminate enemy pocketof resistance, and establish control and security of city. Conduct phased withdrawal of forces.

Marine infantrymen are receiving new orders from their platoon commander. These men were the point of the spear—the first in the building—engaging in close combat with an enemy whose only purpose was to kill an American. Marine and soldier proved through the battle that they could outfight the enemy. *Department of Defense*

stopped. People are yelling, 'Where'd he go, where'd he go?' The Iraqi had disappeared. The men immediately launched a search until "some brave L/Cpl started poking around in a small pool . . . and sure enough there was the gunman." The Iraqi caught the wrath of the Marine, who left him floating in the water. In a macabre sense of humor, the Marine nicknamed the dead insurgent "Bob."

Typically in 3/5's area, the fighting stopped at "about 1600 to 1700," Desgrossielier said, "after about six to eight hours of fighting and then we bedded down for the night. However, at 1920, we had a commanders meeting at the COC. The meeting included the operations officer, the colonel and myself. We did a half hour around the horn to coordinate our efforts two or three days out. We also cleaned up our geometry of fires to keep from hitting other units in close proximity."

2nd Battalion, 7th Cavalry

First Platoon, Alpha 2-7, was conducting a dismounted clearing operation on Phase Line Henry when they took heavy fire. "Staff Sergeant Santillana's squad chased an insurgent into a building," Twaddell recalled. "They seized a foothold in the courtyard, prepped the entrance with a grenade, and kicked in the door." Several insurgents who were ready to kill Americans opened fire. "The point, Sergeant Abdelwahab, was immediately hit in the right leg and left arm. Specialist Howard, the number two man, grabbed 'Abe' and dragged him back."

An insurgent sniper in a building across the street took the men under fire. "Specialist Jose Velez sprayed the window with a SAW, stepped in the open to reload and was shot just below the neck in the right shoulder." At the same time, the insurgents in the first building threw several grenades that wounded three more of the squad. One of the wounded, Specialist Benny Alicea, placed himself in front of his buddies and suppressed the insurgents with heavy automatic weapons fire.

A Bradley quickly pulled up and fired its Bushmaster 25mm into the buildings, allowing the casualties to be evacuated. A tank platoon arrived a few minutes later and "put a tank section's worth of fires into the building," according to Rainey, "and the enemy that survived actually surrendered." Both Alicea and Velez were awarded the Silver Star for their actions. However, Velez did not survive his wounds. "Specialist Velez was our company armorer," Urrutia explained, "and had been in the company for about five years. The soldiers took his loss pretty hard . . . it affected everybody."

Rainey thought that the actions of Velez and others "were indicative of the heroism and bravery of what was happening everywhere: Marines, 2-2 Infantry, 2-7 Cavalry, just all over the battlefield. The main difference between our soldiers and Marines and the enemy fighters is that they don't have young sergeants like Alicea and Velez . . . they carried the day in every single engagement."

Regimental Combat Team 7

1st Battalion, 8th Marines

Alpha and Bravo Companies were held up until midday because they had outstripped the flank units. "We were originally scheduled to leave at 0800," Lt. John Flanagan remembered, "but we didn't step off until 1130. The goal for the day was to move two hundred meters across an open area." The two companies were on line, Bravo on the left. "The minute we reached the middle point, we came under heavy small arms and machine gun fire," he said. "You could just hear the round going by your head, just everywhere. Fortunately no one was hit, but we sprinted across that last hundred meters." Flanagan reached a house with the company's Iraqi interpreter and started to go in. "As we rounded the corner, we took heavy fire from the west . . . ricochets were coming off the wall in the dirt in front of us. We jumped back and decided to wait." Flanagan positioned himself in front of the Iraqi interpreter and shouted, "Friendlies coming in," and waited until he heard the response, "Come in," before going through the door. At that point, if the Iraqi had gone in first, he might have been mistaken for an insurgent. Both companies went firm for the night.

Charlie Company continued to clear high-rise buildings around the mayor's complex. They made extensive use of their attached engineers to breach doors. In the process, they found several scared Iraqi civilians “who were holed up and were looking for assistance.” The company took them into custody and, after screening, handed them off to regiment for further processing. Brandl noted that “in the southern edge of my sector, and a little bit in the north, there are more and more families coming . . . but its not nearly the civilian population that the city once had. For the most part, the city in our area is deserted.”

2nd Battalion, 2nd Infantry

Newell’s battalion was scheduled to cross the line of departure (LD) at 1400. He directed the BRT to clear a two-block area in front of the LD to open up maneuver room and then set up a blocking position on the western flank. His intent was to “get the insurgents moving—and use the BRT to kill them once they started.” In preparation for the movement, Capt. Sean Sims, commanding officer of Alpha Company 2-2, decided to get on a rooftop to pick out the attack lanes. “One of Sean’s squads had been in the building that night,” Newell explained. “Sean asked them if the building was clear. They said it was.” Sims and two others entered the building. “Apparently an insurgent had come out of his hiding place and into the kitchen,” Newell recalled sadly, “when Sean walked in the door. The insurgent had his AK-47 on full automatic and just pulled the trigger.” Sims fell into the room with a wound in the hip, out of sight. Specialist Seaford and an unknown air force observer were wounded.

Corporal Travis Barreto heard the wounded men shouting for help and ran over to help. Staff Sergeant Bellavia recalled, “Barreto jumped over a fence, pulled Seaford and the airman out of the building, and helped load them in a Bradley.” Other soldiers rushed into the building to recover Sims, who had succumbed to his wounds. Embedded reporter Anne Barnard was with Newell when the call came in that “‘Terminator 6 is down!’—Newell’s face just fell.” Captain Jeff Emery, 1st Platoon commander, rushed to the scene. “I see that he’s dead,” he recalled. “I said to go to the Bradleys and get a stretcher—and we ended up having white body bags . . . there was no way we were putting the commander in a fucking white bag, so we placed him on a stretcher wrapped in a blanket in the back of my Bradley.” Major Lisa DeWitt was at the aid station when she heard “the first sergeant’s voice over the radio telling us there’s a KIA, an ‘angel’ that will be coming in. Then he set out the battle roster . . . Captain Sierra, Sierra [Capt. Sean Sims] . . . and that’s how we knew. They brought him in as an ‘angel’ in a body bag . . . and placed it on a litter stand. His officers came by and I gave them some time . . . and that was it; that was as much grieving as we did out in the field.”

After taking Sims’ remains to the aid station, Emery returned to the scene. “The colonel [Newell] asks me for the grid where the CO [Sims] was killed because he wants to drop a JDAM on that building, so I gave it to him and they drop a bomb." Despite the loss of its commander, Alpha Company was ordered to continue the attack. "1st and 2nd Platoons on the western flank," Emery recalled. "3rd Platoon and headquarters element on the east. We ended up calling this attack 'Rolling Thunder.' It was basically a bounding overwatch on two flanks, shooting anything in the middle, while calling in fire just ahead of us . . . and close air support and indirect fire on top of us . . . just walking it down." Newell explained why he pushed Alpha Company to attack immediately. "The only way to put an end to this fight was to clean the area out, and I did not want to wait another day. I was mostly concerned about the foreigners having time to regroup, reorganize and come up with a plan . . . we just did not want to turn this into a deliberate fight."

At 1615 Alpha Company crossed the line of departure and by 1700 had reached the south end of the city. The company went back north to refuel and rearm, while Newell coordinated boundaries with 1/8, after which it attacked south again. "At this point, the BRT is literally seeing groups of six to ten insurgents gathering aimlessly in the streets, confused about where to go." The BRT took them under fire and "did quite a bit of damage to the lost and confused insurgents." Alpha Company's attached tanks got into the act. "They were using main gun rounds straight down the street," Newell recalled. "This was one of the places we realized that the over-pressure from a 120mm gun round is almost as lethal in an urban environment as the round itself. It is physically painful to have that thing go off next to you if you're not in a vehicle . . . you can't stand it. It would make your ears bleed, your nose bleed." Alpha completed its mission at 2200, although it took the company three more hours to go firm because it had to pull two of its tanks out of collapsed tunnels.

1st Battalion, 3rd Marines

On the morning of the thirteenth, Charlie Company was clearing a section of houses. "Things were progressing nicely," Captain Tennant recalled, "until First Platoon reached a house halfway down the block. As soon as two Marines entered, the second floor erupted with AK-47 fire and insurgents began lobbing grenades at the men outside. In a matter of seconds, ten Marines were wounded." Amtracs immediately pushed forward and took the insurgents under fire, allowing the wounded men to break contact. As the fire fight continued, one Marine was shot in the helmet as he peered over a wall. The round penetrated it, scraped the top of his head, and exited down his back, leaving him unscathed but very cautious about exposing himself. Tennant directed the Combined Anti-armor Team to fire several TOW missiles into the offending building. "The following morning," he explained, "we killed one insurgent who crawled out of the rubble . . . and found eleven dead insurgents inside the destroyed building."

Chapter 23

D+7 to D+24 (November 14–December 8)

Regimental Combat Team 1

Shupp ordered 2-7 Cav to screen along Phase Line Henry, providing eastern flank security. "We were getting a lot of enemy crossing from RCT-7's sector into our areas," he recalled. At the same time, Shupp had 3/1 and 3/5 continuing to clear buildings around their positions. "They're doing the detailed house clearing and uncovering all sorts of caches," he recalled, "and I'm realizing the squeegee business was working." He described the squeegee tactic as going over and over an area until everything is cleared out. "So now

A machine gunner fires as his team mates watch the strike of his bullets. The target is in one of the upper stories, because the gunner can not use his bipods. His teammates are alert but don't feel threatened, because their trigger fingers are alongside the trigger guards. *Defenseimagery.mil DM-SD-06-00458* we're going through a second and third time," he said. "We're now going sector by sector, district by district. Each district is numbered and color coded, green, yellow or red. Red means that it's never been fought though. Yellow means that we've gone through it once or twice and green means that we've checked every building, every house."

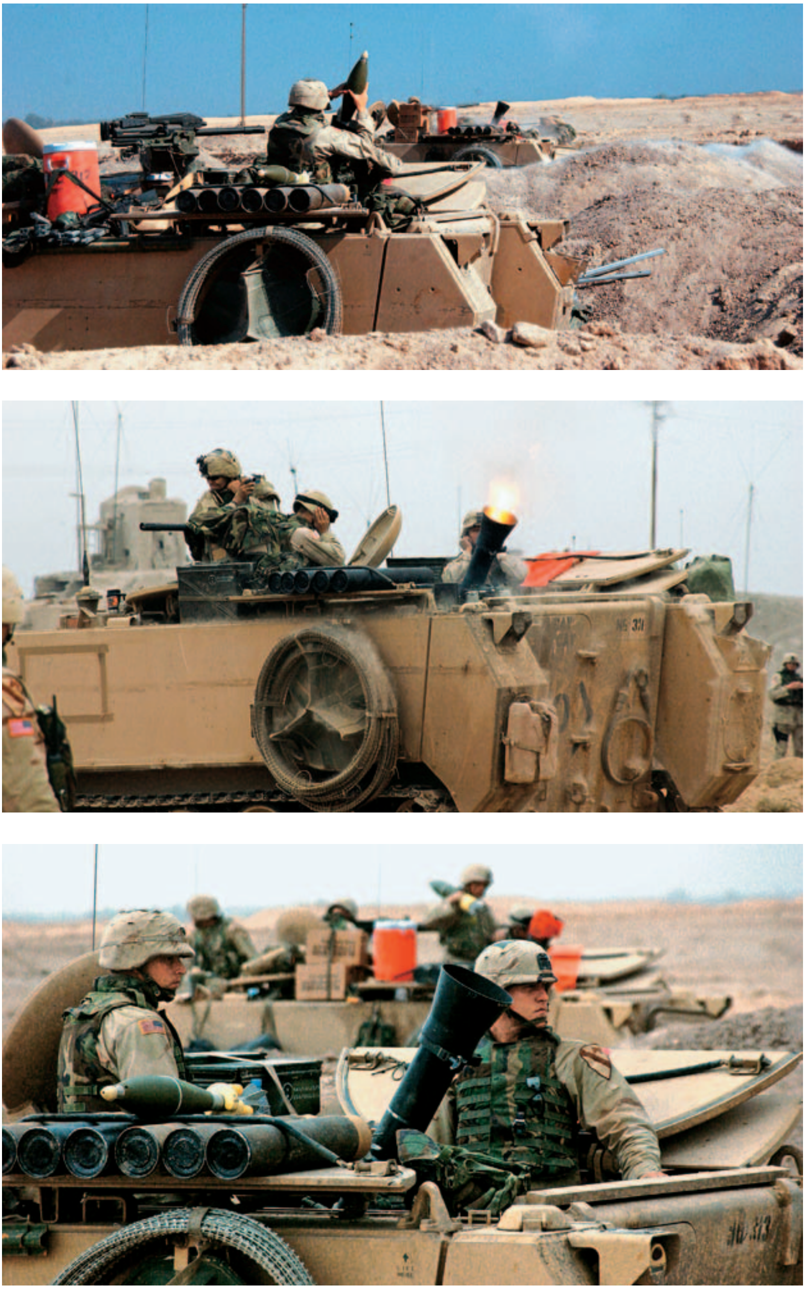
3rd Battalion, 1st Marines

The battalion systematically cleared in detail its entire sector, entering every single structure. The companies continued to run into pockets of insurgents who were determined to fight to the last. An infantry-tank-bulldozer tactic was developed that proved to be efficient, while reducing friendly casualties. When insurgents were discovered, the infantry would seal off the building, tank main guns would blast it, and the D9 bulldozer reduced it to rubble. On November 17, Kilo Company cleared south from Phase Line (PL) Grace to PL Isabel, India Company from PL Heather to PL Isabel, and Lima Company from PL Henry to Isabel. The three companies coordinated their movement to ensure there were no blue-on-blue incidents. They discovered small groups of insurgents, but the new tactics succeeded in eliminating them without excessive Marine casualties. The next day, the three companies advanced to PL Jenna. As the terrain opened, they massed fires with direct fire from tank main guns, missiles, and vehicle gun systems. At the end of the day, Lima Company was relocated to the Fallujah flour factory to prepare for the return of the city's residents.

On November 19, India Company launched an attack west through the Nazal District of south Fallujah to eliminate the insurgents who had consolidated in the area to escape the converging Marine forces. India Company, redesignated Task Force Raider, was strongly reinforced with tanks, AAVs, a Combined Anti-armor Team, force reconnaissance teams, and D9 bulldozers. The battalion noted, "During this period India Company took the majority of its losses from foreign fighters that were trapped, desperate and in well-fortified positions inside houses." After clearing the last remaining portion of the battalion's battle space and eliminating the insurgents, the company established strong points and a company forward-operations base on the edge of the Euphrates.

2nd Battalion, 7th Cavalry

Rainey received orders to support 3/1's clearing operations. "By this time," Major Karcher recalled, "3/1 had started to work in from north to south, while we isolated. For a couple of days, it was like that. We were just maintaining Route Henry, isolating the area and letting them do the fighting." At this point, 2-7 Cav controlled Phase Line Henry all the way from the train station to the southern outskirts of the city. Rainey was mostly concerned with insurgents who slipped through the seam between Charlie 2-7 and RCT-7. "My guidance to



A 4.2-inch mortar is mounted in a specially configured Bradley. The extremely accurate mortar was used extensively by the 2nd Battalion, 7th Cavalry because of its destructive power and rapid response time. This series of photos shows a crewman loading the shell, the mortar firing, and the crew watching after the shell leaves the tube. *Department of Defense*

Chris Brooks [commanding officer of Charlie Company] was that he needed to destroy those pockets of enemy but to do so on his own terms." Brooks recalled that "contact became increasingly sporadic. We weren't taking so much fire, and when we did, it was increasingly less coordinated and deliberate." His tactics, according to Rainey, were to "make contact, fix the enemy, back up and destroy them primarily with 120mm mortars . . . which were a great asset . . . they're going to hit exactly what you shoot at." Brooks echoed Rainey's comment. "The 120mm mortar was definitely the most accurate indirect fire, with an incredible response time. It's just a phenomenal system with its digital grid system and pinpoint accuracy."

120mm Mortar

The U.S. Army's M121 120mm battalion mortar system (BMS) was adapted from the Israeli Army's Soltam 120mm mortar system. Its mission is to provide high-angle indirect fire. The 318-pound M121 fires a fin-stabilized thirty-three-pound projectile up to 7,200 meters from a smoothbore mortar tube. Its five-man crew can fire up to sixteen rounds per minute for the first minute and then a sustained four rounds per minute. A direct hit from one of its rounds is equivalent to ten pounds of TNT.

Karcher did not like being out of the fight and suggested that 2-7 become a magnet for insurgent fire. "Before the sun comes up, we can just drive through there, attempt to draw out any fire, and destroy some of those strong points before you have to send men in first." The tactic was successful and helped to reduce Marine casualties. At one point, Captain Brooks's men evacuated several wounded Marines. "We'd grab them in the backs of our Bradleys and run them back to the train station." His guidance to his company was, "If you see a Marine element that needed a CASEVAC [casualty evacuation], your priority is to get them to the aid station and then get back to the fight as fast as you can."

With the assault phase over, 2-7's heavy armor was no longer needed. Rainey recalled that "on the night of the nineteenth, we were told that the Marines had it under control from there and they released us to get back in the fight with the 1st Cavalry Division." One of the last casualties the battalion suffered was Sgt. Jonathan Shields, a tank gunner with Charlie Company 3-8 Cav. He took over as a replacement tank commander when the other was wounded. The sleeve of the tank's main gun had taken shrapnel, so Shields volunteered to take it for repairs. "As they [Shields and Specialist Troy Caicedo] were taking it back," Captain Glass reported, "the tank fell into a deep hole on the side of the road, flipped over and crushed Shields. Caicedo managed to escape."

Natonski recalled, "When those Army units went back to their commands we tried to make sure that every soldier got two beers to take with them because they were part of the team and they were there for our birthday on the tenth. We also asked that they be allowed to wear the 1st Marine Division insignia as their combat patch, which was granted. We thought the world of them."

3rd Battalion, 5th Marines

The battalion continued to work its way through the hundreds of buildings in its zone. Enemy contact continued to decrease; however, it continued to be a dangerous job, because the troops were worn down by a lack of sleep and the physical and mental demands of clearing buildings, where insurgents might be lurking. As one punster pointed out, the job was 90 percent boredom punctuated by 10 percent stark raving terror. The battalion captured several detainees and discovered sixteen weapons caches. Fallujah was in ruins. The stink of cordite and rotting bodies permeated the air. "The city was a walking, festering sore . . . rubble, trash and dead bodies everywhere," Major Bourgeois recalled. "It was just disgusting." It was a common sight to see bodies in the streets, houses, and courtyards. "I got up one morning," he remembered, "[and] brushed my teeth on top of the roof looking at the sunrise. I went to spit over the side and I saw

The Marine is armed with an M16A2 mounting an M203 40mm grenade launcher. He appears to have jury rigged a small flashlight to the barrel of his rifle, just behind the front sight. In addition to his pack and combat gear, he also has a "camel back" water bladder underneath the pack. *Defenseimagery.mil 041128-M-5191K-054*

A SMAW (shoulder-launched multipurpose assault weapon) team has just launched a missile. The launcher was designed to be an anti-armor weapon but performed admirably against the city's cement buildings. *Defenseimagery.mil DM-SD-07-23099*

Iraqi bodies just lying in the courtyard just blown all to heck." Lima Company found a second execution chamber that contained the body of a murdered CARE worker, Margaret Hassan. The discovery affected Major Bourgeois. "I ran the gamut of emotions . . . I was trying to keep my composure together."

As the battalion fought through the city, the importance of tanks was brought home time after time. "Tanks were our friends . . . we used them to drive through walls, and use their main guns as sniper rifles," Major Desgrossielier said. The battalion also learned to "shoot SMAWs through the wall," he explained. "We're gonna get in through our own hole . . . or we're gonna blow the hinges off . . . or we're gonna gain access to the building in our own way. It's going to be dynamic, so we can put 'em down!" Lima Company, according to Bourgeois, "prepped with artillery, mortars, .50 caliber, tank main guns, everything we had in our arsenal . . . to keep the insurgents from surprising us as we made entry into the houses."

Regimental Combat Team 7

1st Battalion, 8th Marines

Lieutenant Colonel Brandl was concerned that as 2-2 Infantry pushed through the industrial area, the enemy would move into 1/8's zone. "We did see some leakers coming in, and they were primarily foreign fighters, the hard core guys," Brandl explained. "So, I told my company commanders, we would use maneuver in support of fire. We leveraged our technology, our indirect fires, our aircraft, the AC-130s . . . and fought to areas where we could control or dominate the terrain . . . high buildings." Brandl's intent was to draw the enemy out, pinpoint them, and destroy them before moving against them. "We destroyed large groups of enemy. I didn't have the companies driving headlong into them. This was not to say that we didn't come close; face to face."

In the early morning hours of the thirteenth, Bravo Company was clearing buildings when one of its squads entered a small house near Phase Line Henry to take a break. They had cleared the first floor when the lead man, Cpl. Jacob Knospler, started up the stairs. An insurgent on the second floor threw a grenade that exploded, hitting Knospler in the face, causing a terrible wound. Two other grenades followed, wounding six of his squad. The wounded were quickly evacuated, and the house was blown up, killing the insurgents.

In the afternoon, Charlie Company received orders to seize three major buildings, to include another mosque, south of Phase Line Fran and the mayor's complex. "All of these buildings were four and five stories," captain Bethea recalled, "and that's where the snipers were." He came up with a simple plan, focusing on "speed, mass fires, and extreme violence on the objective." The company had to cross Phase Line Fran—a large, open, danger area—in broad daylight. Bethea had his weapons platoon hit the buildings with TOW missiles and machine gun fire to pin the enemy down as his men maneuvered across the road in increments. The 2nd Platoon was first. They seized the mosque

A soldier uses a flashlight inside the darkened house. The poor visibility, coupled with household furniture and rubble, made clearing a building extremely hazardous. Insurgents used the debris—furniture, bedding, and anything that offered cover and concealment—for hardening in-house positions. *Department of Defense*

Soldiers take cover behind a burned-out car. Any vehicle on the street was declared fair game because of the threat that it contained an IED. The city was filled with burned and blasted trucks and automobiles. *Defenseimagery.mil 041109-A-1067B-044*

and provided fire support for 3rd Platoon's attack on a major high-rise. "In the middle of their attack, they found a car with wires coming out of it," Bethea said. "We called up engineers and they blew up the vehicle." The company seized the buildings around the compound, ending the sniper attacks.

On the fifteenth, Capt. Michael A. Stroud, the forward air controller with Bravo Company, responded to a call for help. "We had this minaret where we took casualties. So I put one JDAM square on top of it that demolished about half the structure. We decided to put another strike in, so it couldn't be used again." The second strike destroyed it. That same day, Stroud called in an F-18 Hornet which put "two GBU-12s into a bunker complex . . . and when he ran out of ordnance, he used his guns to get it."

As the battalion cleared its sector, the emphasis switched. "The combat phase was about at an end, and we're moving toward the civil-military phase," Brandl said. "We've got food distribution points set up . . . we want to give the returnees food and water." Brandl set up eight to twelve food distribution points and manned them with the IIF. "They can screen and vet foreign forces pretty effectively," he recalled. "They know the dialect and everything else to look for." The city had been under a strict curfew—no civilians on the street. However, Brandl "allowed families to get food and water during an eight to twelve hour time period. . . . and to bury their dead." Colonel Earl Wederbrook, a member of the air staff, thought, "The final mopping up of isolated pockets of insurgents

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Food and water distribution points were established at various places in the city for the returning residents. The Marine command instituted a phased return to the city.
Department of Defense

may continue for some time. However, reconstruction and relief efforts have already started . . . school supplies, clothes and food are pouring in . . . funny how those good news stories are not making the headlines. . . .”

2nd Battalion, 2nd Infantry

The night action on the fourteenth took the fight out of the insurgents. “I think we destroyed any remnant of organized resistance,” Newell said. “After that, the only guys we ran across were the ones that weren’t smart enough to get out or couldn’t.” The battalion started detailed clearing of its sector, “building to building and room to room.” As the soldiers cleared a building, the IIF came in behind them. “As we went through an area, they flooded into it,” Newell recalled, “and started pulling caches out.” Emery remembered, “We probably spent three days going through every part of the industrial area, breaking open every lock, opening every shop and tearing stuff apart. We found a lot of IED factories, and a lot of anti-aircraft weapons, machine guns, missiles and mortars—you name it, we found it.” Major Doug Walter’s Alpha Company 2-2 Infantry found a house that had “fifteen IEDs radiating out from one central house.” Walter said, “Luckily the insurgent was killed before he could detonate them.”

On the sixteenth, Newell sent Fowler’s Alpha 2-63 Armor—two Bradleys and two tanks—back north to assist 1/3. “He spent the better part of a day

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Close Air Support

Colonel Earl S. Wederbrook, call sign "Pearl," flew an F/A-18 Hornet on a close air support mission over Fallujah:

> I flew in a section of Hornets in the early afternoon. The sky was a clear powder blue with a hint of brown from the ever present Iraqi dust that was kicked up by a cool breeze from the west. We were supporting Marines in the northwest section of the city. My section reported in and was assigned to the west stack at 15,000 feet. Below us at 10,000 feet was a section of Harriers and above us at 18,000 feet was another section of Hornets. The north stack was also filled with two sections of Hornets. We were here in force to ensure the Marines on the ground had all the support they needed.
>
> I could see flashes of gunfire below in the river valley, where there were numerous insurgent fortified positions that were being attacked by Marines. As the fighting escalated, the calls for close air support came in fast and furious. The Harriers below us dropped their bombs and returned to base to rearm. Smoke billowed from where they had bombed two bunkers. I could see tracer fire from machine guns . . . and tanks were using their main guns to blast the defenses.
>
> The call came to my section . . . "troops in contact." As I talked to the FAC (forward air controller) I could hear shouting and the rapid staccato of automatic weapons in the background. He assigned me a target, its location and the location of friendly troops. I verified the target and added power to the aircraft to reach its delivery parameters. At the same time, I selected the type of bomb [and] continued to verify the target and the location of friendlies. As I began my final turn, the FAC declared that I was "cleared hot" meaning cleared to drop the bomb.
>
> Every fiber of my body was focused on achieving the exact delivery parameters. A few feet in the wrong direction, a few seconds off timing, a drop of sweat in my eye at the wrong time could lead to an error that would be disastrous and cause friendly casualties. The talk between the weapons

system officer [WSO] and me was terse and measured. Years of training [paid off] as my brain sent very familiar signals to my eyes, hands and feet . . . even the way I sat in the seat and held my head to see the gun sight in the heads up display (HUD). The adrenaline kicked in and time slowed.

My eyes flicker around the instruments checking heading, airspeed and altitude. I took a long look outside to ensure anti-aircraft artillery (AAA) or shoulder mounted surface to air missiles (SAM) are not being fired. I verify weapons, fuse and type of delivery selection and double check the target coordinates. Everything is working. The seconds seem like minutes as I accelerate to attack speed.

The WSO announces that he has located the target on the FLIR (forward looking infrared). With ten seconds to release, I agree with his identification. Adrenaline pumps through my system and my mind seems to work at hyper-speed. Five seconds to release. I check airspeed, altitude, heading, weapons, fuse, delivery . . . FLIR on target and another look outside the cockpit. Two seconds to go. The bomb system delivery cue begins to walk down from the top of the HUD. The FLIR video shows the laser is firing and pinpointing the target. The last second is the longest. One final sweep of the cockpit to take in hundreds of pieces of information . . . and I confirm the decision to drop and depress the red "pickle" button on the stick.

My heart stops until I feel the familiar thump of the bomb being ejected. I called out, "One away, twenty seconds to impact." Simultaneously I reduce power settings on the engine throttles and take a slight turn away from the target, to ensure I do not overfly the target or interrupt the firing of the laser. I focus on the FLIR to ensure the cross hairs of the laser stay glued on the target. I can see the enemy firing from the embrasures of the bunker. The countdown continues . . . for a brief second the FLIR is flooded out with brightness. "Direct hit," shouts the FAC over the radio. I start breathing again . . . and bank the aircraft sharply away from the target. I used my left hand to remove the oxygen mask and exhaled in a huge sigh of relief . . . and prepare for another target.

continued from page 283

moving from hot point to hot point clearing for the Marines," Newell recalled. Two days later 2-2 Infantry was ordered to go all the way south out of the city, because "apparently somebody thought there was still stuff down there," Newell said. "As it turned out[,] there was nothing out there but a minefield." On the twentieth, 2-2 Infantry was ordered to redeploy back to their parent unit.

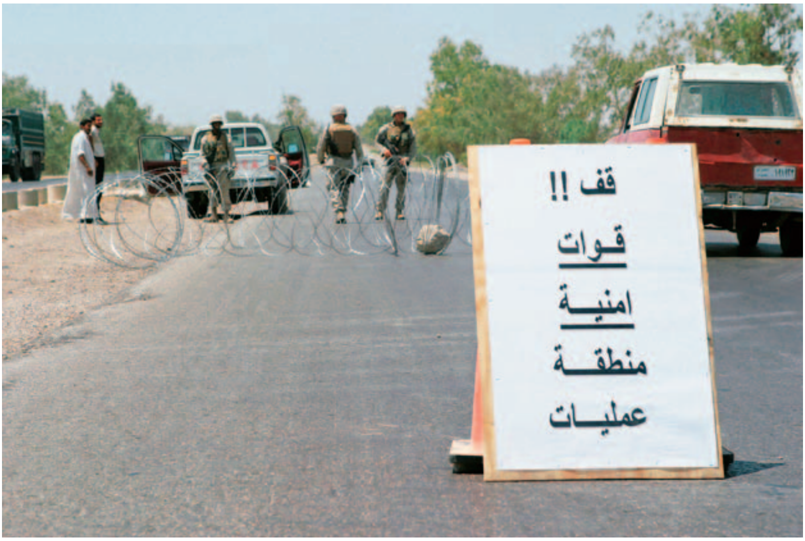
1st Battalion, 3rd Marines

Ramos's battalion continued to find small groups of die-hard enemy waiting in the houses. "They wouldn't engage the Marines as long as they were outside the house," Lieutenant Colonel Heindenreich said, "but as soon as the Marines went in to clear it, the insurgents would engage with automatic weapons." The challenge Heindenreich pointed out was that noncombatants were in some of the houses. This placed the Marines in a real dilemma, not knowing whether there were going to be civilians or enemy in the house. The battalion discovered that along the streets that ran north and south, the houses all had little gated, walled patios. "Almost every one of them," Heindenreich recalled, "had RPGs and grenades prepositioned at those gates. The insurgents would use them and then fall back to the next patio and engage again." As more and more of the city was cleared, Lieutenant Colonel Heindenreich was of the opinion that "the insurgents realized they couldn't go face to face with us. They wanted to intermingle with the civilians once they started coming back to either escape or to continue insurgency attacks."

On December 8, RCT-7 and 1/8 pulled out of the city, leaving 1/3 under the operational control of RCT-1. "I was proud of what the regiment accomplished," Colonel Tucker said emphatically. "I was proud of the Marines . . . how they conducted themselves in a month of hard urban combat . . . we did something good."

PART VI

Mop Up



Checkpoints were established to allow Regimental Combat Team 1 to check the identification of the returning residents. In addition, the repopulation plan opened certain areas of the city only after the area had been cleared of insurgents and weapons caches. *Department of Defense*

Chapter 24

Parting Shots

On December 10, 1/3 was assigned to the tactical control of RCT-1. Lieutenant Bobo recalled, “The first thing we did was clear the zone south of PL Fran, which took eight or nine days. There were some pretty sizeable engagements with about thirty to forty insurgents . . . diehard fighters at this point.” The battalion had all three companies on line and cleared every house in the zone before the residents returned to the city. “We set up a humanitarian assistance site and handed out food, blankets, water, and heaters.” Bobo said. “I think we did well for the return of the civilians.” However, the second day after setting up a distribution center, Charlie Company hosted “about thirty customers, twenty-five of whom were military-aged males,” Captain Tennant recalled. “We detained them because they showed positive on a gun powder residue test [indicating having fired a weapon in the past twenty-four to forty-eight hours] and others when their ‘home’ was found to contain weapons, ammunition and explosives.”

By midmorning on December 3, 3/5’s Task Force Bruno had already cleared several buildings in the Askari neighborhood and uncovered large amounts of weapons and unexploded ordnance. One of Major Desgrossielier’s search teams had just entered a two-story house when several insurgents opened fire, mortally wounding several, including Sgt. Jeffrey Kirk. At the sound of the firing, Desgrossielier grabbed several men and ran over to the house. As he prepared to lead them inside, an insurgent hand grenade landed at his feet. “With complete disregard for his own safety,” the Silver Star citation noted, “Major Desgrossielier shielded them from the explosion with his own body.” Briefly knocked unconscious from the blast, he shook it off and regrouped. One of the Marines on the scene said that Desgrossielier “grabbed ’em up and led ’em inside. There’s about twenty guys inside with AKs and machine guns. He didn’t wait for tanks, ’cause he had to get the guys out.” Desgrossielier said, “I heard a lot of chanting. It sounded like fifteen to twenty people up there chanting

Soldiers from the 2nd Battalion, 2nd Infantry, perform a clearing mission. The nature of the urban terrain made searching houses a dangerous occupation. The enemy could take them under fire from one of many different angles. *Defenseimagery.mil 060405-F-2869-103*

in unison. They started throwing hand grenades down on top of us, and that's where I got wounded the first time."

As Desgrossielier rallied his men, Cpl. Jason S. Clairday "jumped a four foot gap three stories up onto the roof of the enemy stronghold," as noted in the Navy Cross citation, "[and] after throwing several hand grenades fiercely led the attack into the house." He was immediately wounded in both legs, but managed to pull himself out of the kill zone. "Without regard for his own wounds, he rejoined his own squad and entered the house a second time. Once inside, he took control of the stack and repositioned himself in the front while suppressing the enemy using fragmentation grenades and his rifle." As he led his men into a room, he was mortally wounded. In the meantime, Desgrossielier "ignored his own wounds . . . and directed grenade, heavy machine gun and tank fire to destroy the fifteen insurgents in the house."

On November 17, 3/1's Kilo Company was clearing an area that they had previously gone through. "We hit the end of our road that we were supposed to clear," First Lieutenant Jacobs said, "and I started looking for places to go firm for the night." One of his squads approached the next-to-last house in the darkness. It had blankets and cardboard over the windows, and the corpsman thought he smelled cooking. The squad entered the house. Sergeant Dane Shaffer moved toward a darkened room at the back of the house. "A burst of machine gun fire erupted and he was hit in the right arm. Even though he was hit, he managed

A Marine climbs a ladder to get over a wall, while his buddy covers him. The city's closely packed and walled houses made it difficult to maneuver. Often men had to jump from roof to roof to reach another house. *Defenseimagery.mil 041125-M-5191K-014*

to get a few bursts off." Captain Jent had briefed the men after the fight in the hell house to get out and not try to slug it out. "The men did exactly what they were told, they fought their way out of the house," Jacobs explained. "We set up a cordon and brought up a D9 bulldozer and it started to work on it." Four insurgents ran onto the roof, under the guns of Lima Company.

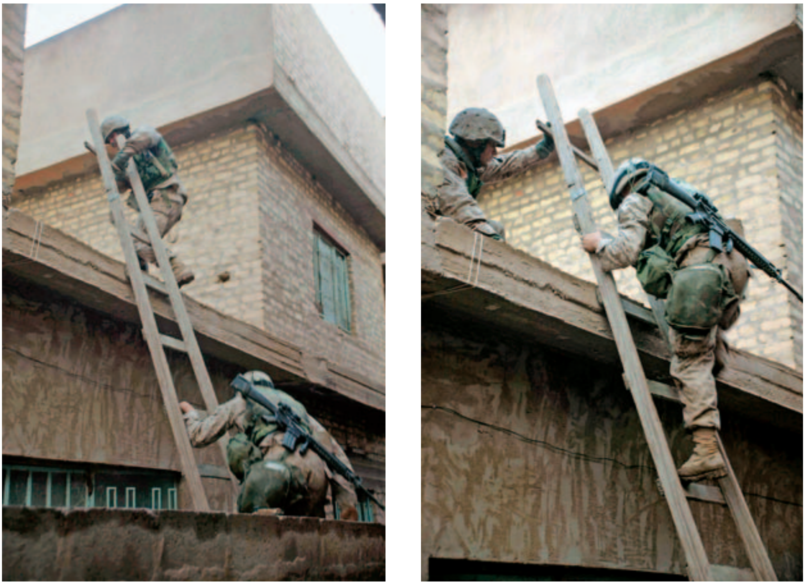
Later, a squad of the 1st Platoon led by 1st Lt. Timothy Strabbing entered a mosque that had been cleared the day before. Five wounded Iraqi insurgents lay on the floor. Kevin Sites, an NBC embedded reporter, was using a video camera when a Marine shot one of the Iraqis after claiming the insurgent was "faking it." Strabbing was in the mosque at the time but did not witness the incident. "After he [Sites] shot the footage," Strabbing recalled, "he went back and told the battalion commander, 'You're gonna want to take a look at this.'" Within twenty-four hours, the film was shown on national TV and the Marine was placed on legal hold, pending an investigation. The Marine was later acquitted of all charges.

India Company became the main effort by default, and "made it all the way to the southern edge of the city," Griffin related, "just ripping and slashing through enemy territory. Because they didn't have to worry about friendlies on their flank, they were able to better exploit indirect fires. They shot the hell out of artillery and mortars . . . and with tank guns blazing, they just cut their way through the south. I mean they cut a swath of destruction."

On December 23, a search team from Lt. Alfred Butler's 81mm mortar platoon came under fire and was trapped inside a four-story building in the city's northeast. Three Marines were mortally wounded and another immobilized with a wound. After hearing a call for help, Major Desgrossielier sped to the scene. "I was just a little bit west of there and I was able to link up with them. I had a bad feeling," he said, "[and] I wanted to protect my Marines and kill the enemy . . . in that order." He led a party into the house but failed to reach the upper floors of the building. As he pulled his Marines out of the ground floor, he was wounded by shrapnel in the leg.

Two squads of mortar men under Sgt. Jarrett A. Kraft and Cpl. Jeremiah W. Workman were close by. "I was across the street," Workman said, "on the second story of another house when I heard the automatic fire. I grabbed my guys and ran across the street to link up with Sergeant Kraft." The two NCOs ran inside the house. "The stairway went up, with a small landing halfway up, then the opposite direction to the top. At the top, there was another small alcove connecting to three bedrooms, with a rooftop patio straight ahead." They found six Marines pinned down against the wall on the second floor. "There was heavy machine gun fire coming through the door, and grenades flying both ways," Kraft recalled. "Then a grenade went off . . . when it exploded it killed one of my Marines and threw me backwards down a staircase." Kraft was also wounded in the right leg, ankle, and torso. "I didn't notice that I was bleeding," he said. "I guess because of the adrenaline."

Briefly knocked unconscious, Kraft came to and joined Workman, Lt. Sam Rosales, and other Marines for another assault up the stairs. "Somehow I managed to be the number one man going up the stairs each time," Workman said, "with Lieutenant Rosales behind me and Kraft behind him." On the count of three, he ran up the stairs. "I was thinking the whole time, 'This isn't going to last that long.'" He got halfway up and discovered that he was alone. Faced with



Gaining altitude to enter the building from the top down. The terrain and situation played a big part in whether the clearing team entered the building from the top down or bottom up. Each had its advantages and disadvantages, but it was up to the small-unit leader to make the call. *Defenseimagery.mil DM-SD-06-03779* and *041125-M-5191K-014*

overwhelming enemy fire, he, "Superman-like dove back down [the stairs]." The men regrouped and went back up. Workman's Navy Cross citation noted that he "again exposed himself to enemy fire while providing cover fire for the team when an enemy grenade exploded directly in front of him[,] causing shrapnel wounds to his arms and legs." Workman remembered, "It was yellow! Something I'd never seen before . . . this one was homemade, a hollowed out metal ball filled with gasoline. It went off and kinda knocked us down the stairs."

While the men inside the house were trying to rescue those trapped, Lieutenant Butler and Sgt. Samuel Guardiola used adjacent rooftops to reach the men on the second floor. Butler "shielded the bodies of the fallen Marines when a grenade landed nearby," according to the Bronze Star citation, "and then threw two grenades into a room filled with insurgents. While delivering cover fire, he moved the men across to an adjacent rooftop, personally evacuating a wounded Marine under constant small arms fire . . . ." Sergeant Guardiola's Silver Star citation explained, "As the enemy assaulted with a fragmentation grenade, he covered the Marines with his own body . . . despite intense enemy fire, he carried one fallen Marine down three flights of stairs, clearing rooms along the way with his 9 millimeter pistol. Although exhausted and dehydrated, he continued to carry his comrade to the evacuation point."

Sergeant Kraft, according to his Navy Cross citation, "with complete disregard for his own life, placed himself between intense enemy fire and the men during each attack by providing suppressive fire . . . despite being wounded himself." Finally, a section of tanks reached the embattled Marines. "It was like a movie," Capt. Robert Bodisch recalled; "that was the best way to describe it . . . bullets were flying everywhere, and grenades were exploding." Workman by this time had lost a considerable amount of blood and slumped against a wall. "I just seemed to be tired," he recalled. "The next thing I knew, the battalion executive officer was dragging me down the stairs firing his pistol over my head."

Ignoring the enemy fire, Desgrossielier then limped into the street behind one of the tanks and directed its fire against the house. The Silver Star citation noted that "he remained in the open to direct a devastating volume of tank main gunfire until the enemy was destroyed." The tank leveled the house, killing all the insurgents inside. A search of the rubble uncovered over forty enemy bodies, including several key terrorist leaders. Desgrossielier thought that the bodies "looked different to me. They were just larger people, bearded. Some of them were confirmed to be Syrians, Saudi Arabian, and Iranians . . . all different types of people." The two-hour battle cost 3/5 three killed in action and eleven wounded.

Even though the city was not opened for the return of its citizens until December 23, I MEF was deeply involved in planning and supporting this phase of the operation. "We were actually holding town meetings at Camp Fallujah with ministers out of Baghdad before the fighting was over," Lt. Gen. John Sattler pointed out. "It was my job to start pounding on the ministries for the money and resources." The task was daunting because of the destruction. Essential services had to be restored—rubble cleared, power restored, food distribution points established, stagnant water pumped out, explosives removed—a thousand and one things to be accomplished before the citizens could return. However, Sattler was pushed to open the city earlier by the interim government. "My job was to buy as much time as possible, while working through the prime minister. It had to be his decision." RCT-1 echoed his position. "The fight is not over and civilians should not be allowed back in or be allowed freedom of movement at this time."

RCT-1 worked closely with the 4th Civil Affairs Group (CAG) and a detachment of Seabees "to assess critical infrastructure inside the city." As the regiment cleared the city, they processed, fed, provided temporary shelter to, and transported over seven hundred displaced civilians to safe areas north of the city. They also focused on the widespread flooding and the problem of enemy corpses. RCT-1 reported, "The team contacted religious, civic and tribal leaders, and negotiated for removal and internment of 74 bodies." The regiment also established humanitarian assistance and processing sites and cleared rubble from streets and roadways. Sattler termed this effort as "Adventure Learning" in which they would "take young people . . . Seabees, CAG and warriors (Marines/ soldiers) . . . get their creative juices flowing and let them go out and make things happen." Lieutenant Colonel Vohr dispatched front end loaders and dump trucks to clean the streets. "I was concerned because my men were sitting ducks. We ensured there was infantry security. Fortunately we didn't lose a man."

It was estimated that some 1,200 insurgents were killed during the battle and had to be humanely disposed of. Lieutenant Colonel Vohr said, "About 500 to 600 bodies were temporarily stored outside the city in a large building that had once been a potato processing factory. It was chosen because it had a cooling system." Personnel from a Mortuary Affairs unit searched the remains for anything of intelligence value. The foreign fighters often carried all their valuables with them, including ID cards, bank notes, and sometimes a GPS, which gave the coordinates of weapons caches. Initially Iraqis were hired to bury the dead but they would only take care of those they knew, which left the others for U.S. forces. Vohr said, "The remains were consecrated and buried according to Muslim religious tenets."

Sattler was initially frustrated with the "dysfunctional Iraqi ministries," who came in to restore legitimate government control. The Iraqis were not used to working together or coordinating the various agencies. "They had no concept, didn't care about details," he recalled. "At meetings it was constantly, 'God willing.'" At one meeting, Sattler responded in frustration, "'We're gonna help God . . . God willing it'll work, but we are gonna help God!' We stepped in early and we were overbearing, [and] we drove it, but slowly and surely, they did make it happen." As security stabilized, more and more government workers returned to assist in restoring essential services. In the January elections, seven thousand citizens voted in the national election, and in March the Iraqi government began releasing reconstruction funds.

Fallujah in 2009 is much different than it was four years ago. In late 2006, the tribal leadership formed an alliance with its former adversaries. The alliance, or *Sahawa al-Anbar*—Anbar Awakening—purged al-Qaeda from its ranks because of their harsh tactics and formed local militias for protection. Its members were paid, equipped, and trained by the American military. Anbar Awakening drastically reduced violence in the city and brought a semblance of security to its residents. Journalist Michael J. Totten, reported in the spring of 2008, "Hardly anyone even tried to start a fight now. Of all Iraq's cities, only nearby Ramadi has experienced so many dramatic changes in so short a time." The insurgents in 2004 bet they could turn the city into a fortress to defeat the Americans—and they lost.

Appendix A

U.S. Commanders in Operation Phantom Fury

I Marine Expeditionary Force (Forward)
Lt. Gen. James T. Conway, to September 12
Lt. Gen. John F. Sattler, from September 13

1st Marine Division

Maj. Gen. James N. Mattis, to August 19
Maj. Gen. Richard F. Natonski from August 20

Assistant Division Commander:
Brig. Gen. John F. Kelly, to July 15
Brig. Gen. Joseph F. Dunford, from July 16

Regimental Combat Team 1

Colonel John A. Toolan, to September 14
Colonel Larry Nicholson, to September 14 (WIA)
Colonel Michael A. Shupp, from September 15

2nd Battalion, 1st Marines

Lt. Col. Colonel Gregory P. Olson

3rd Battalion, 1st Marines

Lt. Col. Willard A. Buhl

1st Battalion, 5th Marines

Lt. Col Brennan T. Byrne

3rd Battalion, 5th Marines
Lt. Col. Patrick J. Malay

2nd Battalion, 7th Cavalry Regiment
Lt. Col. James Rainey, U.S. Army

Regimental Combat Team 7
Col. Craig A. Tucker

3rd Battalion, 4th Marines
Lt. Col Bryan P. McCoy

1st Battalion, 8th Marines
Lt. Col. Gareth F. Brandl

1st Battalion, 3rd Marines
Lt. Col. Michael R. Ramos

2nd Battalion, 2nd Infantry Regiment
Lt. Col. Peter Newell, U.S. Army

3rd Marine Air Wing
Maj. Gen. James F. Amos, to May 29
Maj. Gen. Keith J. Stalder

Appendix B

Second Battle of Fallujah Battle Casualties

	KIA	WIA	RTD	NBD	NBI
Marines					
Regimental Combat Team 1					
Headquarters		5	5		
3rd Battalion, 1st Marine Regiment	22	206	123		8
3rd Battalion, 5th Marine Regiment	8	56	39		4
3rd Light Armored Reconnaissance Battalion	1	36	11		5
Regimental Combat Team 7					
Headquarters		15	14		1
1st Battalion, 8th Marine Regiment	16	102	51		16
1st Battalion, 3rd Marine Regiment	10	79	45		11
Army					
2nd Battalion, 2nd Infantry Regiment	5	24	16		1
2nd Battalion, 7th Cavalry Regiment	1	12	5	1	
Total:	63	535	309	1	46

Legend: KIA (killed), WIA (wounded), RTD (returned to duty),
NBB (nonbattle death), NBI (nonbattle injury).

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